

ORTEGA PEDRO N
Form 4
November 23, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORTEGA PEDRO N

2. Issuer Name and Ticker or Trading Symbol
EDIETS COM INC [DIET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WILMA SCHUMANN
SKINCARE, 4850 SW 72TH
AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MIAMI, FL 33155

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 10/08/2009 | | J ⁽¹⁾ | | 37,500 | D | \$ 0 | 37,500 | D | |
| Common Stock | 10/08/2009 | | J ⁽¹⁾ | | 7,202 | D | \$ 0 | 7,202 | I | By the Pedro N. Ortega Revocable Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Options (right to buy) | \$ 3.37 | | | | | | | <u>(2)</u> | 01/02/2014 | Common Stock | 24,2 |
| Stock Options (right to buy) | \$ 3.37 | | | | | | | 12/31/2009 | 01/02/2014 | Common Stock | 26,9 |
| Stock Options (right to buy) | \$ 0.9438 | | | | | | | <u>(3)</u> | 06/24/2019 | Common Stock | 25,0 |
| Stock Options (right to buy) | \$ 3.535 | 10/08/2009 | | <u>J(1)</u> | | 6,250 | | <u>(2)</u> | 07/01/2010 | Common Stock | 6,2 |
| Stock Options (right to buy) | \$ 3.635 | 10/08/2009 | | <u>J(1)</u> | | 6,250 | | <u>(2)</u> | 07/19/2010 | Common Stock | 6,2 |
| Stock Options (right to buy) | \$ 6.065 | 10/08/2009 | | <u>J(1)</u> | | 6,250 | | <u>(2)</u> | 01/03/2011 | Common Stock | 6,2 |
| Stock Options (right to buy) | \$ 3.22 | 10/08/2009 | | <u>J(1)</u> | | 12,500 | | <u>(2)</u> | 10/03/2011 | Common Stock | 12,5 |
| Stock Options (right to buy) | \$ 3.79 | 10/08/2009 | | <u>J(1)</u> | | 11,156 | | <u>(2)</u> | 04/02/2012 | Common Stock | 11,1 |

| | | | | | | | | |
|------------------------------|----------|------------|------------------|--------|------------|------------|--------------|--------|
| Stock Options (right to buy) | \$ 4.13 | 10/08/2009 | J ⁽¹⁾ | 3,207 | <u>(2)</u> | 10/02/2012 | Common Stock | 3,207 |
| Stock Options (right to buy) | \$ 6.03 | 10/08/2009 | J ⁽¹⁾ | 14,328 | <u>(2)</u> | 01/02/2013 | Common Stock | 14,328 |
| Stock Options (right to buy) | \$ 4.32 | 10/08/2009 | J ⁽¹⁾ | 6,250 | <u>(2)</u> | 01/03/2015 | Common Stock | 6,250 |
| Stock Options (right to buy) | \$ 4.345 | 10/08/2009 | J ⁽¹⁾ | 6,250 | <u>(2)</u> | 01/18/2015 | Common Stock | 6,250 |
| Stock Options (right to buy) | \$ 1.53 | 11/19/2009 | A | 25,000 | <u>(4)</u> | 11/19/2019 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ORTEGA PEDRO N C/O WILMA SCHUMANN SKINCARE 4850 SW 72TH AVENUE MIAMI, FL 33155 | X | | | |

Signatures

/s/ Pedro N.
Ortega-Dardet

11/23/2009

__Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transfer of securities pursuant to marital settlement agreement.
- (2) These options are immediately exercisable.
- (3) Exercisable according to the following vesting schedule: 8,250 beginning on June 24, 2010; 8,250 beginning on June 24, 2011 and 8,500 beginning on June 24, 2012.
- (4) Exercisable according to the following vesting schedule: 8,250 beginning on November 19, 2010; 8,250 beginning on November 19, 2011 and 8,500 beginning on November 19, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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