

ORTEGA PEDRO N  
Form 4  
March 17, 2011

**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

(Last) (First) (Middle)

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

(Street)

MIAMI, FL 33155

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

**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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock				V	37,500	D	
Common Stock				V	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Options (right to buy)	\$ 3.37					(2) 01/02/2014	Common Stock 51,285
Stock Options (right to buy)	\$ 0.9438					(3) 06/24/2019	Common Stock 25,000
Stock Options (right to buy)	\$ 3.22					(2) 10/03/2011	Common Stock 12,500
Stock Options (right to buy)	\$ 3.79					(2) 04/02/2012	Common Stock 11,156
Stock Options (right to buy)	\$ 4.13					(2) 10/02/2012	Common Stock 3,207
Stock Options (right to buy)	\$ 6.03					(2) 01/02/2013	Common Stock 14,328
Stock Options (right to buy)	\$ 4.32					(2) 01/03/2015	Common Stock 6,250
Stock Options (right to buy)	\$ 4.345					(2) 01/18/2015	Common Stock 6,250

Stock Options (right to buy)	\$ 0.985				(2)	07/28/2019	Common Stock	10,000
Stock Options (right to buy)	\$ 1.53				(4)	11/19/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 1.39					12/31/2010 01/04/2020	Common Stock	46,084
Stock Options (right to buy)	\$ 1.39				(1)	01/04/2020	Common Stock	36,867
Stock Options (right to buy)	\$ 1.39				(1)	01/04/2020	Common Stock	4,608
Stock Options (right to buy)	\$ 1				(5)	08/23/2020	Common Stock	25,000
Stock Options (right to buy)	\$ 0.57	03/15/2011	A	250,000 (6)	(6)	03/15/2021	Common Stock	250,000

## 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                      03/17/2011

\_\_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) Exercisable according to the following vesting schedule: 25% vested on January 4, 2010; 25% vested on April 1, 2010; 25% vested on July 1, 2010; and 25% will vest on October 1, 2010.
- (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.
- (5) Exercisable according to the following vesting schedule: 8,250 beginning on August 23, 2011; 8,250 beginning on August 23, 2012 and 8,500 beginning on August 23, 2013.
- (6) Exercisable according to the following vesting schedule: 125,000 beginning on May 3, 2011; 62,500 beginning on July 1, 2011; 62,500 beginning on October 1, 2011

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.