

LIFE TIME FITNESS INC
 Form 4
 November 06, 2006

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 *
 Zaebst Mark L

2. Issuer Name and Ticker or Trading Symbol
 LIFE TIME FITNESS INC [LTM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6442 CITY WEST PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2006

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

Executive Vice President

(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

EDEN PRAIRIE, MN 55344

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/03/2006 | | M | | 28,000 A \$ 18.5 | 41,500 | D |
| Common Stock | 11/03/2006 | | M | | 3,125 A \$ 25.47 | 44,625 | D |
| Common Stock | 11/03/2006 | | S | | 1,000 D \$ 50.01 | 43,625 | D |
| Common Stock | 11/03/2006 | | S | | 700 D \$ 50.03 | 42,925 | D |
| Common Stock | 11/03/2006 | | S | | 11,225 D \$ 50.1 | 31,700 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 11/03/2006 | S | 4,300 | D | \$ 50.11 | 27,400 | D |
| Common Stock | 11/03/2006 | S | 1,600 | D | \$ 50.12 | 25,800 | D |
| Common Stock | 11/03/2006 | S | 1,000 | D | \$ 50.13 | 24,800 | D |
| Common Stock | 11/03/2006 | S | 900 | D | \$ 50.14 | 23,900 | D |
| Common Stock | 11/03/2006 | S | 1,000 | D | \$ 50.15 | 22,900 | D |
| Common Stock | 11/03/2006 | S | 1,000 | D | \$ 50.16 | 21,900 | D |
| Common Stock | 11/03/2006 | S | 2,700 | D | \$ 50.2 | 19,200 | D |
| Common Stock | 11/03/2006 | S | 2,300 | D | \$ 50.21 | 16,900 | D |
| Common Stock | 11/03/2006 | S | 300 | D | \$ 50.22 | 16,600 | D |
| Common Stock | 11/03/2006 | S | 200 | D | \$ 50.24 | 16,400 | D |
| Common Stock | 11/03/2006 | S | 500 | D | \$ 50.25 | 15,900 | D |
| Common Stock | 11/03/2006 | S | 900 | D | \$ 50.27 | 15,000 | D |
| Common Stock | 11/03/2006 | S | 500 | D | \$ 50.28 | 14,500 | D |
| Common Stock | 11/03/2006 | S | 1,000 | D | \$ 50.3 | 13,500 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (I |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-----------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-----------|

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and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|--------------|----------|---|------------|-----|------------------|-----------------|-------|----------------------------|--------------|--------|
| Stock Option | \$ 18.5 | | 11/03/2006 | | M | 28,000 | (1) | 06/29/2014 | Common Stock | 28,000 |
| Stock Option | \$ 25.47 | | 11/03/2006 | | M | 3,125 | (3) | 03/01/2015 | Common Stock | 3,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zaebst Mark L 6442 CITY WEST PARKWAY EDEN PRAIRIE, MN 55344 | | | Executive Vice President | |

Signatures

/s/ Amy C. Seidel on behalf of Mark L.
Zaebst

11/06/2006

**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) See attached Exhibit 99.
 - (2) Not applicable.
 - (3) The option vests as to 25% of the shares annually beginning on March 1, 2006, subject to accelerated vesting upon a change of control.
- 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.