

ISGUR LEE S  
Form 4  
February 08, 2010

**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 \*  
ISGUR LEE S

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)  
ONE CEDAR LANE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/04/2010

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

WOODSIDE, CA 94062  
(City) (State) (Zip)

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

**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)
Common Stock				(A) or (D) Price	463,275	D	
Common Stock				(A) or (D) Price	2,000	I	By Gilbert Isgur 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)

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

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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 or Number of Shares
Stock Options (right to buy)	\$ 3.535							<u>(1)</u>	07/01/2010	Common Stock	12,500
Stock Options (right to buy)	\$ 3.635							<u>(1)</u>	07/19/2010	Common Stock	12,500
Stock Options (right to buy)	\$ 6.065							<u>(1)</u>	01/03/2011	Common Stock	12,500
Stock Options (right to buy)	\$ 3.22							<u>(1)</u>	10/03/2011	Common Stock	37,500
Stock Options (right to buy)	\$ 3.79							<u>(1)</u>	04/02/2012	Common Stock	49,088
Stock Options (right to buy)	\$ 6.03							<u>(1)</u>	01/02/2013	Common Stock	33,181
Stock Options (right to buy)	\$ 3.37							<u>(1)</u>	01/02/2014	Common Stock	59,383
Stock Options (right to buy)	\$ 2.81							<u>(1)</u>	07/15/2014	Common Stock	12,500
Stock Options (right to buy)	\$ 2.96							<u>(1)</u>	07/19/2014	Common Stock	12,500

Stock Options (right to buy)	\$ 4.32				<u>(1)</u>	01/02/2015	Common Stock	12,500
Stock Options (right to buy)	\$ 0.9438				<u>(2)</u>	06/24/2019	Common Stock	25,000
Warrants	\$ 1.2					07/15/2009 07/15/2019	Common Stock	45,000
Stock Options (right to buy)	\$ 0.985				<u>(1)</u>	07/28/2019	Common Stock	7,714
Warrants	\$ 1.2					09/11/2009 09/11/2019	Common Stock	42,453
Stock Options (right to buy)	\$ 1.53				<u>(3)</u>	11/19/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 1.39	01/04/2010	A	46,084		12/31/2010 01/04/2020	Common Stock	46,084
Stock Options (right to buy)	\$ 1.39	01/04/2010	A	36,867	<u>(4)</u>	01/04/2020	Common Stock	36,867
Stock Options (right to buy)	\$ 1.39	01/04/2010	A	13,825	<u>(4)</u>	01/04/2020	Common Stock	13,825
Stock Options (right to buy)	\$ 1.39	01/04/2010	A	13,825	<u>(4)</u>	01/04/2020	Common Stock	13,825

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISGUR LEE S ONE CEDAR LANE WOODSIDE, CA 94062		X		

## Signatures

/s/ Lee S. Isgur

02/05/2010

\*\*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) These options are immediately exercisable.
- (2) 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.
- (3) 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.
- (4) Exercisable according to the following vesting schedule: 25% vested on January 4, 2010; 25% will vest on April 1, 2010; 25% will vest on July 1, 2010; and 25% will vest on October 1, 2010.

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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