

ISGUR LEE S
Form 4
May 23, 2011

FORM 4

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

OMB APPROVAL

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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)
05/13/2011

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/13/2011		X	(A) Amount 98,964 (6) Price \$ 0.4125	904,663	D	
Common Stock					2,000	I	By Gilbert Isgur Trust

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.

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Stock Options (right to buy)	\$ 3.22					(1) 10/03/2011		Common Stock	37
Stock Options (right to buy)	\$ 3.79					(1) 04/02/2012		Common Stock	49
Stock Options (right to buy)	\$ 6.03					(1) 01/02/2013		Common Stock	33
Stock Options (right to buy)	\$ 3.37					(1) 01/02/2014		Common Stock	59
Stock Options (right to buy)	\$ 2.81					(1) 07/15/2014		Common Stock	12
Stock Options (right to buy)	\$ 2.96					(1) 07/19/2014		Common Stock	12
Stock Options (right to buy)	\$ 4.32					(1) 01/02/2015		Common Stock	12
Stock Options (right to buy)	\$ 0.9438					(2) 06/24/2019		Common Stock	25
Warrants	\$ 1.2					07/15/2009 07/15/2019		Common Stock	45
Stock Options (right to buy)	\$ 0.985					(1) 07/28/2019		Common Stock	7,
Warrants	\$ 1.2					09/11/2009 09/11/2019		Common Stock	42
Stock Options	\$ 1.53					(3) 11/19/2019		Common Stock	25

