

ISGUR LEE S
Form 4/A
February 15, 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

(Last) (First) (Middle)

ONE CEDAR LANE

(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

4. If Amendment, Date Original Filed (Month/Day/Year)
02/09/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2011		P		242,424	A	\$ 0.4125
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.

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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 Number Shares
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	49,080
Stock Options (right to buy)	\$ 6.03					<u>(1)</u>	01/02/2013	Common Stock	33,180
Stock Options (right to buy)	\$ 3.37					<u>(1)</u>	01/02/2014	Common Stock	59,380
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				(1)	07/28/2019	Common Stock	7,714
Warrants	\$ 1.2					09/11/2009 09/11/2019	Common Stock	42,450
Stock Options (right to buy)	\$ 1.53				(3)	11/19/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 1.39				(1)	01/04/2020	Common Stock	110,600
Stock Options (right to buy)	\$ 1				(4)	08/23/2020	Common Stock	25,000
Warrants	\$ 0.3535	02/07/2011		P		121,212 02/07/2011 02/07/2014	Common Stock	121,212

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 02/15/2011
 **Signature of Date
 Reporting Person

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: 8,250 beginning on August 23, 2011; 8,250 beginning on August 23, 2012 and 8,500 beginning on August 23, 2013.

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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