Edgar Filing: MEDIFAST INC - Form 4

MEDIFAST	INC										
Form 4	2007										
February 20,									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549							COMMISSION		3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue STATEMENT OF CHANGES IN BENEFICIAL STATEMENT OF CHANGES IN BENEFICIAL SECURITIES Filed pursuant to Section 16(a) of the Securities Excl Section 17(a) of the Public Utility Holding Company A						xchang Act of	e Act of 1934, f 1935 or Sectio	Expires: Estimated a burden hou response n	-		
<i>See</i> Instru 1(b).	iction	30(h) (of the Inv	vestment	Compan	y Aci	t of 194	+0			
(Print or Type R	tesponses)										
1. Name and Address of Reporting Person <u>*</u> REILLY DONALD F			2. Issuer Name and Ticker or Trading Symbol				ıg	5. Relationship of Reporting Person(s) to Issuer			
			MEDIFAST INC [MED]					(Check all applicable)			
(Last)	(First) (M			Earliest Tra	ansaction			V D'	100	0	
C/O MEDIF CRONHILL	AST, INC.,, 1144 DR.		(Month/Da 02/15/20	-				X Director Officer (give below)		• Owner er (specify	
				ndment, Dat th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
OWINGS M	IILLS, MD 21117	,							More than One Re		
(City)	(State) (A	Zip)	Table	e I - Non-D	erivative	Securi	ties Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Executior any (Month/D	n Date, if	3. Transactio Code (Instr. 8)		ispose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	02/15/2007			А	1,200	А	\$ 8.88	58,350	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: MEDIFAST INC - Form 4

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer Other					
REILLY DONALD F C/O MEDIFAST, INC., 11445 CRONHILL DR. OWINGS MILLS, MD 21117	х							
Signatures								
/s/ Donald 02	2/19/2007							

Reilly

**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).

Remarks:

N/A

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.