## Edgar Filing: MEDIFAST INC - Form 4

MEDIEA OT INC

Form 4												
July 02, 2014 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). July 02, 2014 UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940						<b>NERSHIP OF</b> ge Act of 1934, f 1935 or Sectio	Number: 3235-0287 January 31, Expires: 2005 Estimated average burden hours per response 0.5					
(Print or Type R	esponses)											
MCDANIEL JOHN P Symbol			r Name <b>and</b> Ticker or Trading				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				e of Earliest Transaction h/Day/Year) D/2014					_X_Director10% Owner Officer (give titleOther (specify below)below)			
				endment, Date Original nth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
OWINGS M	ILLS, MD 2111	7							Person	viore than One R	eporung	
(City)	(State)	(Zip)	Table	I - Non	-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	Code (Instr.	8)	4. Securit nAcquired Disposed (Instr. 3, Amount	(A) o of (D	)	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	06/30/2014			А		336 <u>(1)</u>	А	\$0	19,423	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)

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

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MCDANIEL JOHN P C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS, MD 21117	Х						
Signatures							
/s/ Jason L. Groves, Esq., attorney-in-fact	07/02/2014						
**Signature of Reporting Person		Da	te				

## **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 shares were issued to the reporting person under the 2012 Share Incentive Plan in lieu of meeting fees.

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.