

BALLY TOTAL FITNESS HOLDING CORP

Form 5

February 10, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MCANALLY JAMES F

(Last) (First) (Middle)

TRINITAS HOSPITAL MEDICAL
OFFICE BLDG., 240
WILLIAMSON ST., SUITE 307

(Street)

2. Issuer Name and Ticker or Trading
SymbolBALLY TOTAL FITNESS
HOLDING CORP [BFT]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20055. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ELIZABETH, NJ 07202

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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.**SEC 2270
(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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.375	08/03/2005 ⁽¹⁾	Â	J ⁽¹⁾	Â	5,000	01/09/2001	08/03/2005 ⁽¹⁾	Common Stock	5,000
Stock Option (right to buy)	\$ 27.94	08/03/2005 ⁽¹⁾	Â	J ⁽¹⁾	Â	5,000	12/05/2003	08/03/2005 ⁽¹⁾	Common Stock	5,000
Stock Option (right to buy)	\$ 20.2	08/03/2005 ⁽¹⁾	Â	J ⁽¹⁾	Â	5,000	09/20/2004	08/03/2005 ⁽¹⁾	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCANALLY JAMES F TRINITAS HOSPITAL MEDICAL OFFICE BLDG. 240 WILLIAMSON ST., SUITE 307 ELIZABETH, NJ 07202	Â X Â Â Â

Signatures

/s/ James F. McAnally By Marc Bassewitz, 02/10/2006
Agent

__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) On May 4, 2005 the term of these options was accelerated due to a change of control and the options were exercisable until August 3, 2005. These options were not exercised and expired by their terms on August 3, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.