ISGUR LEE S
Form 4
February 21, 2012

FORM 4

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).

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:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(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)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2012	__X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
ONE CEDAR LANE		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
WOODSIDE, CA 94062		
(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)			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								180,933 [(1)]	D	
Common Stock								400 [(1)]	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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1

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 or Number of Shares
Stock Options (right to buy)	$ 18.95 (1)							(2)	04/02/2012	Common Stock	9,819 (1)
Stock Options (right to buy)	$ 30.15 (1)							(2)	01/02/2013	Common Stock	6,638 (1)
Stock Options (right to buy)	$ 16.85 (1)							(2)	01/02/2014	Common Stock	11,878 (1)
Stock Options (right to buy)	$ 14.05 (1)							(2)	07/15/2014	Common Stock	2,500 (1)
Stock Options (right to buy)	$ 14.8 (1)							(2)	07/19/2014	Common Stock	2,500 (1)
Stock Options (right to buy)	$ 21.6 (1)							(2)	01/02/2015	Common Stock	2,500 (1)
Stock Options (right to buy)	$ 4.719 (1)							(3)	06/24/2019	Common Stock	5,000 (1)
Warrants	$ 6 (1)							07/15/2009	07/15/2019	Common Stock	9,000 (1)
Stock Options (right to buy)	$ 4.925 (1)							(2)	07/28/2019	Common Stock	1,543 (1)
Warrants	$ 6 (1)							09/11/2009	09/11/2019		

							Common Stock	8,491 [1]
Stock Options (right to buy)	$ 7.65 [1]				[4]	11/19/2019	Common Stock	5,000 [1]
Stock Options (right to buy)	$ 6.95 [1]				[2]	01/04/2020	Common Stock	22,121 [1]
Stock Options (right to buy)	$ 5 [1]				[5]	08/23/2020	Common Stock	5,000 [1]
Warrants	$ 1.7675 [1]				02/07/2011	02/07/2014	Common Stock	24,243 [1]
Stock Options (right to buy)	$ 2.85 [1]				[2]	03/15/2021	Common Stock	40,000 [1]
Stock Options (right to buy)	$ 0.55	02/16/2012	A	50,000	[6]	02/16/2022	Common Stock	50,000

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   02/21/2012

**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) Reflects a 1-for-5 reverse stock split effective June 1, 2011.

(2) These options are immediately exercisable.

(3) Exercisable according to the following vesting schedule: 1,650 beginning on June 24, 2010; 1,650 beginning on June 24, 2011 and 1,700 beginning on June 24, 2012.

(4) Exercisable according to the following vesting schedule: 1,650 beginning on November 19, 2010; 1,650 beginning on November 19, 2011 and 1,700 beginning on November 19, 2012.

(5) Exercisable according to the following vesting schedule: 1,650 beginning on August 23, 2011; 1,650 beginning on August 23, 2012 and 1,700 beginning on August 23, 2013.

(6) Exercisable according to the following vesting schedule: 25,000 beginning on May 15, 2012; 12,500 beginning on July 1, 2012 and 12,500 beginning on October 1, 2012.

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.

Explanation of Responses: 4