

Blair Bruce  
Form 4  
May 03, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Blair Bruce

(Last) (First) (Middle)

300 WELSH ROAD, BUILDING 1,  
SUITE 100

(Street)

HORSHAM, PA 19044

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NUTRI SYSTEM INC /DE/ [NTRI]

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

05/02/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common shares, .001	05/02/2007		P	41,667 A \$ 6.38	41,667	D	
Common shares, .001	05/02/2007		S	41,667 D 0	0	D	

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 or Number of Shares
Common stock options, .001(right to buy)	\$ 6.38	05/02/2007		M	41,667	04/06/2007 04/06/2015	Common shares 41,667

**Reporting Owners**

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Blair Bruce 300 WELSH ROAD BUILDING 1, SUITE 100 HORSHAM, PA 19044	Chief Information Officer

**Signatures**

/s/ James D Brown  
05/03/2007  
Date

\*\*Signature of 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).  
300@\$62.43, 200@\$62.46, 400@\$62.30, 300@\$62.29, 700@\$62.28, 5,403@\$62.25, 100@\$62.32, 100@\$62.31, 600@\$62.27, 300@\$62.26, 1,000@\$62.17, 100@\$62.11, 1,336@\$62.13, 300@\$62.04, 400@\$62.05, 2,001@\$62.15, 2,200@\$62.14, 100@\$62.10, 200@\$62.07, 400@\$62.06, 192@\$62.02, 300@\$62.08, 200@\$62.03, 1,428@\$62.00, 405@\$61.93, 100@\$61.92, 200@\$62.01, 500@\$61.87, 400@\$61.88, 100@\$61.86, 200@\$61.85, 100@\$61.83, 749@\$61.95, 2,601@\$61.90, 137@\$61.89, 100@\$61.73, 93@\$61.79, 2,107@\$61.71, 100@\$61.82, 600@\$61.78, 351@\$61.77, 200@\$61.75, 3,667@\$61.74, 504@\$61.72, 7,696@\$61.70, 2,197@\$61.76

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.