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BERNSTOCK ROBERT F

Form 4

March 04, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB Number:

3235-0287

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January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

DEDMCTOCK DODEDT E			2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
	NUTRI SYSTEM INC /DE/ [NTRI]						(Check all applicable)						
(Last)	(First) (M	Middle)	3. Date of Earliest Transaction						` **				
300 WELSH ROAD, BUILDING 1,			(Month/Day/Year)						_X_ Director 10% Owner Officer (give title Other (specify				
SUITE 100	03/01/2008						below)	below)	`1 3				
	(Street)			4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person						
HORSHAM, PA 19044									Form filed by More than One Reporting Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date any (Month/Day/Year)		on Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or					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				Code V	V	Amount	(D)	Price	(msu. 5 and 1)				
stock (1)	03/01/2008			A		4,542	A	(2)	5,547	D			
Common stock (3)									2,440	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date	Expiration	Title N	umber		
						Exercisable	Exercisable Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Fg - m m	Director	10% Owner	Officer	Other				
BERNSTOCK ROBERT F 300 WELSH ROAD BUILDING 1, SUITE 100 HORSHAM, PA 19044	X							

Signatures

Reporting Person

/s/ David D 03/04/2008 Clark **Signature of 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).
- Restrictive shares were granted on March 1, 2008 pursuant to a Director compensation policy. Shares are fully vested on date of grant but are restricted from sale for one year.
- (2) Shares granted as compensation as Director/price per share on day of grant \$14.31.
- Restrictive shares were granted on December 19, 2005 pursuant to a Director compensation policy. Shares vest over three years in equal installments on December 19th of each year.

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.

Reporting Owners 2