

HAMILTON ROBERT T
 Form 4
 November 03, 2004

FORM 4

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

OMB APPROVAL

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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 *
HAMILTON ROBERT T

(Last) (First) (Middle)

C/O EDIETS.COM, INC., 3801 W. HILLSBORO BLVD.

(Street)

DEERFIELD BEACH, FL 33442

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EDIETS COM INC [DIET]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/01/2004 | | M | 7,500 A \$ 2 | 9,500 | D | |
| Common Stock | 11/01/2004 | | S | 500 D \$ 3.38 | 9,000 | D | |
| Common Stock | 11/01/2004 | | S | 2,500 D \$ 3.41 | 6,500 | D | |
| Common Stock | 11/01/2004 | | S | 2,000 D \$ 3.36 | 4,500 | D | |
| Common Stock | 11/01/2004 | | S | 2,500 D \$ 3.46 | 2,000 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|---------|-------|---|
| Common Stock | 11/02/2004 | M | 400 | A | \$ 2 | 2,400 | D |
| Common Stock | 11/02/2004 | S | 400 | D | \$ 3.42 | 2,000 | 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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option - Right to buy | \$ 2 | 11/01/2004 | | M | 7,500 | <u>(1)</u> 11/29/2004 | Common Stock | 100,000 |
| Stock Option - Right to buy | \$ 2 | 11/02/2004 | | M | 400 | <u>(1)</u> 11/29/2004 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMILTON ROBERT T C/O EDIETS.COM, INC. 3801 W. HILLSBORO BLVD. DEERFIELD BEACH, FL 33442 | | | Chief Financial Officer | |

Signatures

/s/ Robert T.
Hamilton
11/03/2004
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).
- (1) Exercisable semi-annually over a two-year period in increments of 25,000 vesting on May 29th and November 29th 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.
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