

Cootey Stephen Lawrence
 Form 4
 April 15, 2010

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 *
 Cootey Stephen Lawrence

(Last) (First) (Middle)

3355 LAS VEGAS BOULEVARD
 SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/04/2010

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 13,773 | D | |

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

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 (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 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) | \$ 6.03 | | | | | <u>(1)</u> | 01/02/2013 | Common Stock | 28,656 |
| Stock Options (right to buy) | \$ 3.37 | | | | | <u>(1)</u> | 01/02/2014 | Common Stock | 51,285 |
| Stock Options (right to buy) | \$ 0.9438 | | | | | <u>(2)</u> | 06/24/2019 | Common Stock | 25,000 |
| Stock Options (right to buy) | \$ 1.53 | | | | | <u>(3)</u> | 11/19/2019 | Common Stock | 25,000 |
| Stock Options (right to buy) | \$ 1.39 | 01/04/2010 ⁽⁵⁾ | | A | 36,867 | <u>(4)</u> | 01/04/2020 | Common Stock | 36,867 |
| Stock Options (right to buy) | \$ 1.39 | 01/04/2010 ⁽⁵⁾ | | A | 4,608 | <u>(4)</u> | 01/04/2020 | Common Stock | 4,608 |
| Stock Options (right to buy) | \$ 1.39 | 01/04/2010 ⁽⁵⁾ | | A | 46,084 | 12/31/2010 | 01/04/2020 | Common Stock | 46,084 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cootey Stephen Lawrence 3355 LAS VEGAS BOULEVARD SOUTH | | | X | |

LAS VEGAS, NV 89109

Signatures

/s/ Stephen
Cootey

04/15/2010

__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) These options are immediately exercisable
- (2) Exercisable according to the following vesting schedule: 8,250 beginning on June 24, 2010; 8,250 beginning on June 24, 2011 and 8,500 beginning on June 24, 2012.
- (3) Exercisable according to the following vesting schedule: 8,250 beginning on November 19, 2010; 8,250 beginning on November 19, 2011 and 8,500 beginning on November 19, 2012.
- (4) Exercisable according to the following vesting schedule: 25% vested on January 4, 2010; 25% will vest on April 1, 2010; 25% will vest on July 1, 2010 and 25% will vest on October 1, 2010.
- (5) This stock option award was approved by the Compensation Committee of the Board of Directors, subject to shareholder approval of the Amended and Restated 2004 Equity Incentive Plan.

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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