

MEDIFAST INC  
Form 4  
July 02, 2014

**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 \*  
BARNUM HARVEY C JR

(Last) (First) (Middle)

C/O MEDIFAST, INC., 3600  
CRONDALL LANE

(Street)

OWINGS MILLS, MD 21117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEDIFAST INC [MED]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2013

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)	Price			
				Code	V	Amount		
Common Stock	02/19/2013		A	750 <sup>(1)</sup>	A	\$ 0	4,752	D
Common Stock	03/31/2013		A	456 <sup>(2)</sup>	A	\$ 0	5,208	D
Common Stock	06/30/2013		A	396 <sup>(2)</sup>	A	\$ 0	5,604	D
Common Stock	09/30/2013		A	379 <sup>(2)</sup>	A	\$ 0	5,983	D
Common Stock	12/31/2013		A	391 <sup>(2)</sup>	A	\$ 0	6,374	D

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Common Stock	02/05/2014	A	750 <sup>(3)</sup>	A	\$ 0	7,124	D
Common Stock	03/31/2014	A	351 <sup>(2)</sup>	A	\$ 0	7,475	D
Common Stock	06/30/2014	A	336 <sup>(2)</sup>	A	\$ 0	7,811	D

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.**

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(9-02)

**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 (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	\$ 26.52	02/05/2014		A	5,000	<sup>(4)</sup> 02/05/2024	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNUM HARVEY C JR C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS, MD 21117	X			

## Signatures

/s/ Jason L. Groves, Esq.,  
attorney-in-fact

07/02/2014

\*\*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) Represents shares granted to the reporting person for satisfactory participation on the Board of Directors under the 2012 Share Incentive Plan. These shares will vest in full on 1/1/2015.
- (2) These shares were issued to the reporting person under the 2012 Share Incentive Plan in lieu of meeting fees.
- (3) Represents shares granted to the reporting person for satisfactory participation on the Board of Directors under the 2012 Share Incentive Plan. These shares will vest in full on 1/1/2016.
- (4) These options will vest in three equal annual installments, beginning on the first anniversary of the grant date.

### Remarks:

Exhibit List - Exhibit 24- Limited Power of Attorney

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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