

LIFE TIME FITNESS, INC.
 Form 4
 February 28, 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 *
ZWIEFEL JEFFREY G

(Last) (First) (Middle)

2902 CORPORATE PLACE

(Street)

CHANHASSEN, MN 55317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LIFE TIME FITNESS, INC. [LTM]

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

02/26/2014

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)

Executive Vice President

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 or Price		
Common Stock	02/26/2014		A		24,000 (1)	A	\$ 0 124,651.016 D
Common Stock	02/26/2014		A		6,000 (2)	A	\$ 0 130,651.016 D
Common Stock	02/28/2014		D		200 (3)	D	\$ 0 130,486.477 (4) D
Common Stock							44,406 I By Family Trust (5)

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

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- (3) Reflects the forfeiture of 1% of restricted shares granted in February 2013 based on achievement of EPS equal to 99% of budgeted EPS for 2013.
- (4) Includes 35,461 shares acquired under the employee stock purchase plan since the reporting person's last report.
- (5) These shares are held in a Family Trust of which the Reporting Person and his spouse are co-trustees.

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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