Edgar Filing: CONNOLLY CHARLES P - Form 4

	CHARLES P										
Form 4 March 26, 20)09										
FORM									OMB AI	PPROVAL	
	UNITED S	STATES		ITIES A hington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check thi				0					Expires:	January 31,	
if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated average burden hours per					
Form 4 or Form 5			Castian 14	$(\cdot) \cdot f \cdot f$. C		1		response	response 0.5	
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the		ility Hold	ling Con	npany	Act of	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> CONNOLLY CHARLES P			2. Issuer Name and Ticker or Trading Symbol				ıg	5. Relationship of Reporting Person(s) to Issuer			
			MEDIFAST INC [MED]					(Check all applicable)			
(Last)	(First) (M	fiddle)	3. Date of Earliest Transaction								
C/O MEDIF CRONHILL	FAST, INC., 1144 2 DR.	5	(Month/Da 03/24/20	-				X Director Officer (give below)		o Owner er (specify	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				ed(Month/Day/Year)				Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		(Zip)	Table	e I - Non-D	erivative (Securi	ties Aco	Person uired, Disposed of	f. or Beneficial	lv Owned	
1.Title of	2. Transaction Date	2A Dee		3.				5. Amount of	6. Ownership	-	
Security (Instr. 3)	(Month/Day/Year) Execu any		In Date, if Transaction(A) or Dis Code (D) /Day/Year) (Instr. 8) (Instr. 3, 4		isposed of		Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/24/2009			А	4,000	А	\$ 4.23	33,075	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.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	5	Relationships							
L G	Director	10% Owner	Officer	Other					
CONNOLLY CHARLES P C/O MEDIFAST, INC. 11445 CRONHILL DR. OWINGS MILLS, MD 21117	X								
Signatures									
/s/ Charles P. Connolly)3/26/2009								

<u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.