

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

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

1. Name and Address of Reporting Person *
SHEETZ MARGARET

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

President & COO

C/O MEDIFAST, INC., 3600
CRONDALL LANE

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

OWINGS MILLS, MD 21117

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/04/2016		<u>S(1)</u>		1,400	D \$ 29.14 <u>(2)</u>	352,028	D	
Common Stock	01/04/2016		<u>S(1)</u>		5,268	D \$ 28.52 <u>(3)</u>	346,760	D	
Common Stock	01/04/2016		<u>S(1)</u>		1,665	D \$ 28.62 <u>(4)</u>	345,095	D	
Common Stock							5,149	I	By: Spouse

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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.

SEC 1474
(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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHEETZ MARGARET C/O MEDIFAST, INC., 3600 CRONDALL LANE OWINGS MILLS, MD 21117	President & COO

Signatures

/s/ Margaret
Sheetz 01/06/2016

__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) The sales reported in this Form 4 were made pursuant to a 10b5-1 plan adopted by the reporting person on June 9, 2015.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.72 to \$29.62. The reporting person agrees to provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.40 to \$28.70. The reporting person agrees to provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

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The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.43 (4) to \$29.46. The reporting person agrees to provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

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.