

HAMILTON ROBERT T  
 Form 4  
 December 08, 2005

**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 \*  
**HAMILTON ROBERT T**

(Last) (First) (Middle)

**C/O EDIETS.COM, INC., 3801 W. HILLSBORO BLVD.**

(Street)

**DEERFIELD BEACH, FL 33442**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**12/06/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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 (A) or Price (D)		
Common Stock	12/06/2005		M		5,000 A \$ 0.765		18,227 D
Common Stock	12/06/2005		S		5,000 D \$ 4.6		13,227 D
Common Stock	12/07/2005		M		150 A \$ 0.765		13,377 D
Common Stock	12/07/2005		S		150 D \$ 4.86		13,227 D
Common Stock	12/08/2005		M		600 A \$ 0.765		13,827 D

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Common Stock 12/08/2005 S 600 D \$ 4.87 13,227 D

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

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**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. Amount or Number of Shares
Stock Option - Right to buy	\$ 0.765	12/06/2005		M	5,000	<sup>(1)</sup> 12/27/2005	Common Stock	17,000
Stock Option - Right to buy	\$ 0.765	12/07/2005		M	150	<sup>(1)</sup> 12/27/2005	Common Stock	17,000
Stock Option - Right to buy	\$ 0.765	12/08/2005		M	600	<sup>(1)</sup> 12/27/2005	Common Stock	17,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMILTON ROBERT T C/O EDIETS.COM, INC. 3801 W. HILLSBORO BLVD. DEERFIELD BEACH, FL 33442			Chief Financial Officer	

## Signatures

/s/ Robert T.

Hamilton

12/08/2005

\_\_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) Vesting semi-annually over a two-year period in increments of 4,250 on June 27th and December 27th of each year.

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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