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MACDONA Form 4 May 20, 201	LD BRADLEY 0	Т									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB	PROVAL 3235-0287			
subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Estimate burden h								Expires: Estimated a burden hou response			
(Print or Type F	Responses)										
MACDONALD BRADLEY T Symbol			Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	MEDIFAST INC [MED] (C 3. Date of Earliest Transaction				(Check	ck all applicable)			
C/O MEDIFAST, INC.,, 11445 (Month/Z CRONHILL DR.				nth/Day/Year) 18/2010				X_ Director10% Owner Officer (give titleOther (specify below)below)			
			nendment, Date Original lonth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
OWINGS M	IILLS, MD 2111	7						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securiti n(A) or Dis (Instr. 3, 4) Amount	sposed	of (D)	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)	
Common Stock	05/18/2010			G	20,000	D	\$ 35.08	476,981	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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MACDONALD BRADLEY T C/O MEDIFAST, INC., 11445 CRONHILL DR. OWINGS MILLS, MD 21117	х						
Signatures							
/s/ Bradley T. MacDonald	05/20/201	10					
**Signature of Reporting	Date						

Explanation of Responses:

Person

* 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).

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.