

LIFE TIME FITNESS INC
Form 4
March 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
Zaebst Mark L

(Last) (First) (Middle)

6442 CITY WEST PARKWAY

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIFE TIME FITNESS INC [LTM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2006

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 (A) or (D) Price | | |
| Common Stock | 03/10/2006 | | M | | 8,000 A \$ 1.66 | 19,000 | D |
| Common Stock | 03/10/2006 | | M | | 8,000 A \$ 1.67 | 27,000 | D |
| Common Stock | 03/10/2006 | | S | | 4,000 D \$ 42.8 | 23,000 | D |
| Common Stock | 03/10/2006 | | S | | 2,000 D \$ 42.81 | 21,000 | D |
| Common Stock | 03/10/2006 | | S | | 1,000 D \$ 42.85 | 20,000 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/10/2006 | S | 1,000 | D | \$ 42.9 | 19,000 | D |
| Common Stock | 03/10/2006 | S | 4,000 | D | \$ 42.95 | 15,000 | D |
| Common Stock | 03/10/2006 | S | 800 | D | \$ 42.97 | 14,200 | D |
| Common Stock | 03/10/2006 | S | 200 | D | \$ 42.98 | 14,000 | D |
| Common Stock | 03/10/2006 | S | 100 | D | \$ 43 | 13,900 | D |
| Common Stock | 03/10/2006 | S | 900 | D | \$ 43.01 | 13,000 | D |
| Common Stock | 03/10/2006 | S | 800 | D | \$ 43.02 | 12,200 | D |
| Common Stock | 03/10/2006 | S | 500 | D | \$ 43.03 | 11,700 | D |
| Common Stock | 03/10/2006 | S | 600 | D | \$ 43.04 | 11,100 | D |
| Common Stock | 03/10/2006 | S | 100 | D | \$ 43.05 | 11,000 | 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.

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option | \$ 1.66 | 03/10/2006 | | M | 8,000 | (1) | 05/15/2007(1) | Common Stock | 8,000 |
| | \$ 1.67 | 03/10/2006 | | M | 8,000 | (3) | 02/17/2008 | | 8,000 |

Stock
Option

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zaebst Mark L 6442 CITY WEST PARKWAY EDEN PRAIRIE, MN 55344 | | | Executive Vice President | |

Signatures

| | |
|--|---------------------|
| /s/ Amy C. Seidel on behalf of Mark L. Zaebst | 03/10/2006 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 option vested on August 11, 2004 because the public market price of the common stock had been above \$10 per share for 30 consecutive trading days.
 - (2) Not applicable.
 - (3) Immediately.

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.