

Weiss Louis
Form 4
November 12, 2010

FORM 4

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 APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Weiss Louis

(Last) (First) (Middle)

2101 91ST STREET

(Street)

NORTH BERGEN, NJ 07047

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Vitamin Shoppe, Inc. [VSI]

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

11/10/2010

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 ____ Other (specify
below) below)

VP and Chief Marketing 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 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 Indirect Beneficial (Instr. 4)
Common Stock	11/10/2010		M	V Amount (A) or (D) Price 10,660 A \$ 10.75	79,447 ⁽¹⁾	D	
Common Stock	11/10/2010		S	10,660 D \$ 30.33 ⁽²⁾	68,787 ⁽¹⁾	D	
Common Stock	11/10/2010		M	19,091 A \$ 7.7	68,787 ⁽¹⁾	D	
Common Stock	11/10/2010		S	19,091 D \$ 30.33 ⁽²⁾	49,696 ⁽¹⁾	D	
	11/11/2010		M	1,040 A	49,696 ⁽¹⁾	D	

Edgar Filing: Weiss Louis - Form 4

Common Stock					\$ 13.43		
Common Stock	11/11/2010	S	1,040	D	\$ 30.25 (3)	48,656 (1)	D
Common Stock	11/11/2010	M	1,437	A	\$ 10.75	48,656 (1)	D
Common Stock	11/11/2010	S	1,437	D	\$ 30.25 (3)	47,219 (1)	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.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock option (right to buy)	\$ 10.75	11/10/2010		M	10,660	(4) 12/29/2016	Common 10,660
Employee Stock option (right to buy)	\$ 7.7	11/10/2010		M	19,091	(4) 12/29/2016	Common 19,091
Employee Stock option (right to buy)	\$ 13.43	11/11/2010		M	1,040	(4) 12/29/2016	Common 1,040
	\$ 10.75	11/11/2010		M	1,437	(4) 12/29/2016	Common 1,437

Employee
Stock
option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiss Louis 2101 91ST STREET NORTH BERGEN, NJ 07047			VP and Chief Marketing Officer	

Signatures

/s/ James M. Sander,
attorney-in-fact

11/12/2010

__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) Includes 234 shares acquired at \$22.10 per share under the Vitamin Shoppe 2010 Employee Stock Purchase Plan on September 30, 2010.
- (2) The \$30.33 is the weighted average exercise price from a range of 16 trades occurring on 11/10/2010.
- (3) The \$30.25 is the weighted average exercise price from a range of 25 trades occurring on 11/11/2010.
- (4) Options vest in four equal installments beginning on December 29, 2006.

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.