

LIFE TIME FITNESS INC  
Form 4  
February 23, 2006

**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 \*  
Gerend Michael J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6442 CITY WEST PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. V.P. and C.O.O.

(Street)  
EDEN PRAIRIE, MN 55344

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

(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) | (A) or (D) | Price    | 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 <sup>(1)</sup>     | 02/22/2006                           |  | M                              | 20,000  | A          | \$ 8     | 20,000  | D  |   |
| Common Stock <sup>(1)</sup>     | 02/22/2006                           |  | S                              | 3,600   | D          | \$ 42    | 16,400  | D  |   |
| Common Stock <sup>(1)</sup>     | 02/22/2006                           |  | S                              | 300   | D          | \$ 42.01 | 16,100  | D  |   |
| Common Stock <sup>(1)</sup>     | 02/22/2006                           |  | S                              | 3,000   | D          | \$ 42.02 | 13,100  | D  |   |
| Common Stock <sup>(1)</sup>     | 02/22/2006                           |  | S                              | 1,400   | D          | \$ 42.03 | 11,700  | D  |   |

## Edgar Filing: LIFE TIME FITNESS INC - Form 4

|                         |            |  |   |        |   |          |        |   |
|-------------------------|------------|--|---|--------|---|----------|--------|---|
| Common Stock <u>(1)</u> | 02/22/2006 |  | S | 400    | D | \$ 42.04 | 11,300 | D |
| Common Stock <u>(1)</u> | 02/22/2006 |  | S | 11,200 | D | \$ 42.05 | 100    | D |
| Common Stock <u>(1)</u> | 02/22/2006 |  | S | 100    | D | \$ 42.07 | 0      | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) <u>(1)</u>     | \$ 8   | 02/22/2006                           |  | M                              | 20,000  | <u>(2)</u> 03/01/2013                                    | Common Stock  | 20,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Gerend Michael J<br>6442 CITY WEST PARKWAY<br>EDEN PRAIRIE, MN 55344 |               |           | Exec. V.P. and C.O.O. |       |

## Signatures

/s/ Amy C. Seidel on behalf of Michael J. Gerend

02/23/2006

         \*\*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 option exercise and stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2006.
- (2) The option vests as to 20% of the shares annually beginning in March 1, 2004, subject to accelerated vesting upon a change of control.
- (3) Not applicable.

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.