

GNC HOLDINGS, INC.
 Form 4
 November 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Green Darryl

(Last) (First) (Middle)

C/O GNC HOLDINGS, INC., 300 SIXTH AVENUE

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GNC HOLDINGS, INC. [GNC]

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2013

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)
 SVP, Int'l & Domestic Franch.

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, Par Value \$0.001 ("Common Stock")	11/05/2013		F	581 (1) D (2)	\$ 59.76 (2) 12,911	D	
Common Stock	11/05/2013		M	2,498 A	\$ 25.1 15,409	D	
Common Stock	11/05/2013		M	2,226 A	\$ 36.16 17,635	D	

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Common Stock	11/05/2013	S	4,724	D	\$ 59,4321 <u>(3)</u>	12,911	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 25.1	11/05/2013		M	2,498	<u>(4)</u> 10/26/2018	Common Stock	2,498
Stock Option (right to buy)	\$ 36.16	11/05/2013		M	2,226	<u>(5)</u> 11/05/2019	Common Stock	2,226

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Darryl C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222			SVP, Int'l & Domestic Franch.	

Signatures

/s/ Gavin O'Connor by power of attorney
11/07/2012

**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).

Shares withheld to cover minimum tax withholding obligation in connection with the vesting of 1,844 restricted stock units ("RSUs").

- (1) The RSUs comprise a portion of the November 5, 2012 grant of restricted stock units to Mr. Green, which vests in equal installments on each November 5, 2013, 2014 and 2015.
- (2) Equal to the closing price for one share of the Common Stock on the New York Stock Exchange on November 5, 2013.
These shares were sold in multiple transactions at prices ranging from \$59.43 to \$53.4333 per share. The price reported reflects the weighted average price. Mr. Green undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) Option granted on October 26, 2011. This option, representing a right to purchase 12,942 shares of Common Stock, vests in five equal installments on each October 26, 2012, 2013, 2014, 2015 and 2016.
- (4) Option granted on November 5, 2011. This option, representing a right to purchase 8,905 shares of Common Stock, vests in four equal installments on November 5, 2013, 2014, 2015 and 2016.
- (5) Option granted on November 5, 2011. This option, representing a right to purchase 8,905 shares of Common Stock, vests in four equal installments on November 5, 2013, 2014, 2015 and 2016.

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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