

NAUTILUS, INC.
Form 4
February 03, 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 *
ENDOWMENT CAPITAL GROUP LLC

(Last) (First) (Middle)

1105 NORTH MARKET STREET, 15TH FLOOR

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NAUTILUS, INC. [NLS]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					Securities (Instr. 3 and 4)	(In
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NLS+GC (call)	\$ 15	02/01/2006	S				01/19/2006	07/01/2006	NLS	400,000 \$
NLS+GC (call)	\$ 15	02/02/2006	S	V			01/19/2006	07/01/2006	NLS	150,000 \$
OND+AC (call)	\$ 15	02/02/2006	S	V			01/19/2006	01/01/2007	NLS	500,000 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENDOWMENT CAPITAL GROUP LLC 1105 NORTH MARKET STREET 15TH FLOOR WILMINGTON, DE 19801		X		
LONG DRIVE L P 1105 NORTH MARKET STREET 15TH FLOOR WILMINGTON, DE 19801		X		
ENDOWMENT CAPITAL L P 1105 NORTH MARKET STREET 15TH FLOOR WILMINGTON, DE 19801		X		
TIMON PHILIP C 1105 NORTH MARKET STREET 15TH FLOOR WILMINGTON, DE 19801		X		
Endowment Capital Group, L.P. 1105 NORTH MARKET STREET 15TH FLOOR WILMINGTON, DE 19801		X		

Signatures

See attached
Exhibit 99

02/03/2006

__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) Endowment Capital, L.P. (1,375,705 shares) and Long Drive, L.P. (768,124 shares) (collectively, the "Funds") directly own the 2,143,829 shares of Common Stock (the "Shares"). Endowment Capital Group, LLC is the sole general partner and Endowment Capital Group, L.P. is the sole investment manager of each of the Funds. Philip Timon is the sole managing member of Endowment Capital Group, LLC and Endowment Capital Group, L.P.

(2) Endowment Capital, L.P. (673,900 shares) and Long Drive, L.P. (376,100 shares) (collectively, the "Funds") directly own the 1,050,000 derivatives.

(3) By virtue of its position as the sole general partner of the Funds, Endowment Capital Group, LLC may be deemed to be the indirect beneficial owner of the Shares. Nothing in this Form 4 shall be deemed an admission that Endowment Capital Group, LLC is, for purposes of Section 16 of the Securities Exchange Act or otherwise, the beneficial owner of any securities reported on this Form 4 in which it does not have a pecuniary interest as calculated pursuant to the rules and regulations promulgated under Section 16 of the Securities Exchange Act.

(4) By virtue of its position as the investment manager of the Funds, Endowment Capital Group, L.P. may be deemed to be the indirect beneficial owner of the Shares. Nothing in this Form 4 shall be deemed an admission that Endowment Capital Group, L.P. is, for purposes of Section 16 of the Securities Exchange Act or otherwise, the beneficial owner of any securities reported on this Form 4 in which it does not have a pecuniary interest as calculated pursuant to the rules and regulations promulgated under Section 16 of the Securities Exchange Act.

(5) By virtue of his position as the managing member of both Endowment Capital Group, LLC and Endowment Capital Group, L.P., Philip Timon may be deemed to be the indirect beneficial owner of the Shares. Nothing in this Form 4 shall be deemed an admission that Philip Timon is, for purposes of Section 16 of the Securities Exchange Act or otherwise, the beneficial owner of any securities reported on this Form 4 in which he does not have a pecuniary interest as calculated pursuant to the rules and regulations promulgated under Section 16 of the Securities Exchange Act.

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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