#### LIFE TIME FITNESS INC

Form 4

January 11, 2006

### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

1(b).

Common

Common

Stock

Stock

01/09/2006

01/09/2006

(Print or Type Responses)

**DEVRIES TIMOTHY C** 

1. Name and Address of Reporting Person \*

DEVRIES TIMOTITE Syn			Symbol	Symbol				155401			
LIFE ?			IME FIT	NESS IN	C [LTM]	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
			(Month/	Day/Year)			_X_ Director	1	0% Owner		
`			01/09/2006				Officer (give title Other (specify below)				
	(Street)		4. If Am	endment, D	ate Original	l	6. Individual or	<i>'</i>	iling(Check		
				onth/Day/Yea	Č		Applicable Line)				
					,		_X_ Form filed b		Person		
EDEN PRAIRIE, MN 55344							Form filed by More than One Reporting Person				
							1 CISON				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	Securities A	cquired, Disposed	of, or Benefic	ially Owned		
1.Title of	2. Transaction Da	te 2A. Deen	ned	3.	4. Securiti	es Acquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year	) Execution	n Date, if	Transactio	or(A) or Dis	posed of (D)	Securities	Ownership	Indirect		
(Instr. 3)		any		Code	(Instr. 3, 4	and 5)	Beneficially	Form:	Beneficial		
		(Month/D	ay/Year)	(Instr. 8)			Owned	Direct (D)	Ownership		
							Following	or Indirect	(Instr. 4)		
						(A)	Reported	(I)			
						or	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
				Code V	Amount	(D) Prio	e (Ilisti. 3 and 4)				
Common Stock	01/09/2006			J	191	A (1)	925	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

J

J

150,000 D

255,000 D

<u>(2)</u>

(2)

Persons who respond to the collection of information contained in this form are not required to respond unless the form SEC 1474 (9-02)

210,566

329,792

I

I

By Limited

Partnership

By Limited

Partnership

(3)

(4)

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# displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Othe				
SELIDIES EN LORINA S								

DEVRIES TIMOTHY C 6442 CITY WEST PARKWAY X EDEN PRAIRIE, MN 55344

### **Signatures**

/s/ Amy C. Seidel on behalf of Timothy C.
DeVries 01/11/2006

\*\*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) Shares acquired upon distribution by a limited partnershp in which the reporting person previously had an indirect beneficial ownership interest. The transaction reported reflects only a change in the nature of ownership from indirect to direct.
- (2) Shares distributed by a limited partnership in which the reporting person has an indirect beneficial ownership interest.
- (3) The reporting person is a managing general partner of Itasca LBO Partners VI, LLP, the general partner of Norwest Equity Partners VI, L.P. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) The reporting person is a managing general partner of Itasca LBO Partners VII, LLP, the general partner of Norwest Equity Partners VII, L.P. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.

Reporting Owners 2