

LIFE TIME FITNESS INC
 Form 4
 May 10, 2005

FORM 4

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

OMB APPROVAL

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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

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

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount or Price		
Common Stock	05/09/2005		M		40,000 A \$ 8	40,000	D
Common Stock	05/09/2005		S		1,900 D \$ 27	38,100	D
Common Stock	05/09/2005		S		1,800 D \$ 27.01	36,300	D
Common Stock	05/09/2005		S		1,100 D \$ 27.02	35,200	D
Common Stock	05/09/2005		S		900 D \$ 27.03	34,300	D

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Common Stock	05/09/2005	S	18,300	D	\$ 27.05	16,000	D
Common Stock	05/09/2005	S	2,000	D	\$ 27.06	14,000	D
Common Stock	05/09/2005	S	2,200	D	\$ 27.07	11,800	D
Common Stock	05/09/2005	S	500	D	\$ 27.08	11,300	D
Common Stock	05/09/2005	S	2,300	D	\$ 27.09	9,000	D
Common Stock	05/09/2005	S	5,600	D	\$ 27.1	3,400	D
Common Stock	05/09/2005	S	200	D	\$ 27.12	3,200	D
Common Stock	05/09/2005	S	300	D	\$ 27.13	2,900	D
Common Stock	05/09/2005	S	900	D	\$ 27.14	2,000	D
Common Stock	05/09/2005	S	2,000	D	\$ 27.16	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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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)	\$ 8	05/09/2005		M	40,000	<u>(1)</u> 03/01/2013	Common Stock	40,000

Reporting Owners

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

Signatures

/s/ Amy C. Seidel on behalf of Michael J. Gerend	05/10/2005
**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 vests as to 20% of the shares annually beginning in March 1, 2004, subject to accelerated vesting upon a change of control.
- (2) 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.