

Edgar Filing: BALLY TOTAL FITNESS HOLDING CORP - Form 3/A

BALLY TOTAL FITNESS HOLDING CORP

Form 3/A

March 28, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 3

INITIAL STATEMENT OF 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 of Type Responses)

1. Name and Address of Reporting Person\*

Franklin Martin E.  
-----  
(Last) (First) (Middle)

555 Theodore Fremd Avenue, Suite B-302

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(Street)

Rye New York 10580

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(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

3/19/03

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Issuer Name and Ticker or Trading Symbol

Bally Total Fitness Holding Corporation (BFT) ("Bally")

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

6. If Amendment, Date of Original (Month/Day/Year)

3/28/03

7. Individual or Joint/Group Filing (Check Applicable line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature (Instr.)
Common Stock	52,131	(D)	N/A
Common Stock	878,000	(I)	(1)

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

\* If the form is filed by more than one reporting person, see Instruction 5(b) (v).

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Con- version Exerc Price Deriv Secur
	Date Exer- cisable	Expira- tion Date	Title Amount or Number of Shares	
Non-Employee Director Stock Options	(2)	3/20/2013	Common Stock 5,000	\$4.97

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Explanation of Responses:

(1) Mr. Franklin is the controlling member of Marlin Management LLC, which is the general partner of Marlin Partners III, LP, which owns the shares of common stock of Bally.

(2) The options vest in 3 equal annual installments beginning on March 20, 2004.

By: /s/ Martin E. Franklin

3/28/2003

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Martin E. Franklin

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Date

\*\*Signature of Reporting Person

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).