

Green Darryl  
Form 4  
February 22, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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)  
02/20/2013

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)
			Code	V	Amount	(D)	Price
Class A Common Stock, Par Value \$0.001	02/20/2013		M		2,250	A	\$ 24.8
Common Stock	02/20/2013		M		2,499	A	\$ 25.1
Common Stock	02/20/2013		M		3,648	A	\$ 27.7
Common Stock	02/20/2013		S		8,397	D	\$ 42.0125

(1)

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)	\$ 24.8	02/20/2013		M	2,250	<u>(2)</u> 08/01/2018	Common Stock	2,250 <u>(2)</u>
Stock Option (right to buy)	\$ 25.1	02/20/2013		M	2,499	<u>(3)</u> 10/26/2018	Common Stock	2,499 <u>(3)</u>
Stock Option (right to buy)	\$ 27.7	02/20/2013		M	3,648	<u>(4)</u> 12/12/2018	Common Stock	3,648 <u>(4)</u>

## 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

02/22/2013

\_\_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).

Sold in multiple transactions at prices ranging from \$42.00 - \$42.05, inclusive, and the price reported reflects the weighted average price.

- (1) Mr. Green undertakes to provide to 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.
- (2) Option granted on August 1, 2011. This option, representing a right to purchase 11,250 shares of Common Stock, vests in five equal installments on August 1, 2012, 2013, 2014, 2015 and 2016.
- (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 October 26, 2012, 2013, 2014, 2015 and 2016.
- (4) Option granted on December 12, 2011. This option, representing a right to purchase 18,238 shares of Common Stock, vests in five equal installments on December 12, 2012, 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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