

Horowitz Helen  
 Form 4  
 December 07, 2010

**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 \*  
 Horowitz Jeffrey

(Last) (First) (Middle)

C/O FRIED, FRANK, ET AL, ONE  
 NEW YORK PLAZA

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Vitamin Shoppe, Inc. [VSI]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/07/2010

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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock <u>(2)</u>	12/07/2010		S <u>(1)</u>	143,203 D \$ 27.6407	0	D <u>(2)</u> <u>(6)</u>	
Common Stock <u>(3)</u>	12/07/2010		S <u>(1)</u>	143,203 D \$ 27.6407	0	I <u>(3)</u> <u>(6)</u>	See footnotes <u>(1)</u> <u>(3)</u> <u>(6)</u>
Common Stock <u>(4)</u>	12/07/2010		S <u>(1)</u>	35,800 D \$ 27.6407	0	I <u>(4)</u> <u>(6)</u>	See footnotes <u>(1)</u> <u>(4)</u> <u>(6)</u>
Common Stock <u>(5)</u>	12/07/2010		S <u>(1)</u>	35,800 D \$ 27.6407	0	I <u>(5)</u> <u>(6)</u>	See footnotes <u>(1)</u> <u>(5)</u> <u>(6)</u>

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Horowitz Jeffrey C/O FRIED, FRANK, ET AL ONE NEW YORK PLAZA NEW YORK, NY 10004		X		
Horowitz Helen C/O FRIED, FRANK, ET AL ONE NEW YORK PLAZA NEW YORK, NY 10004		X		
Jeffrey Horowitz April 1996 GRAT C/O FRIED, FRANK, ET AL ONE NEW YORK PLAZA NEW YORK, NY 10004		X		
Helen Horowitz April 1996 GRAT C/O FRIED, FRANK, ET AL ONE NEW YORK PLAZA NEW YORK, NY 10004		X		

## Signatures

/s/ Helen Horowitz	12/07/2010
__Signature of Reporting Person	Date
/s/ Jeffrey Horowitz	12/07/2010
__Signature of Reporting Person	Date
/s/ Helen Horowitz, as trustee for JEFFREY HOROWITZ APRIL 1996 GRAT	12/07/2010
__Signature of Reporting Person	Date
/s/ Jeffrey Horowitz, as trustee for JEFFREY HOROWITZ APRIL 1996 GRAT	12/07/2010
__Signature of Reporting Person	Date
/s/ Helen Horowitz, as trustee for HELEN HOROWITZ APRIL 1996 GRAT	12/07/2010
__Signature of Reporting Person	Date
/s/ Jeffrey Horowitz, as trustee for HELEN HOROWITZ APRIL 1996 GRAT	12/07/2010
__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) See Exhibit 99.1 for text of footnote 1.
  - (2) See Exhibit 99.1 for text of footnote 2.
  - (3) See Exhibit 99.1 for text of footnote 3.
  - (4) See Exhibit 99.1 for text of footnote 4.
  - (5) See Exhibit 99.1 for text of footnote 5.
  - (6) See Exhibit 99.1 for text of footnote 6.

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.