Cazenave Bruce M. Form 4/A August 02, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287 Expires: January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cazenave Bruce M.	2. Issuer Name and Ticker or Trading Symbol NAUTILUS, INC. [NLS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check air appricable)			
NAUTILUS, INC., 16400 SE NAUTILUS DRIVE	(Month/Day/Year) 06/30/2012	_X_ Director 10% Owner Selection Other (specify below) Chief Executive Officer			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
VANCOUVER, WA 98683	Filed(Month/Day/Year) 08/02/2012	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (2	Table	I - Non-Do	erivative S	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ecution Date, if Transaction Code			cquired d of	Securities Form Beneficially (D)	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	06/30/2012		M	6,176 (1)	A	\$0	120,050 (2)	D	
Common Stock	06/30/2012		F	1,634 (3)	D	\$ 3.31	118,416 (2)	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.

SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	onof Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	06/30/2012		M	6,	,176	<u>(1)</u>	06/30/2015	Common Stock	222,332 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
Cazenave Bruce M. NAUTILUS, INC. 16400 SE NAUTILUS DRIVE VANCOUVER, WA 98683	X		Chief Executive Officer					

Signatures

/s/ Wayne M. Bolio, Attorney-in-fact for Bruce M. Cazenave

**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).
- Represents the settlement upon vesting of restricted stock units by delivery of common stock. On May 30, 2011, the reporting owner was granted 296,443 restricted stock units, of which 25% of the shares vested on May 30, 2012. The remaining unvested restricted stock units vest in equal monthly installments over the remaining three years. The reported shares represent the settlement of restricted stock units vesting on June 30, 2012.

08/02/2012

- (2) This Form 4 is being amended to correct a computational error of the number of securities beneficially owned following the settlement of the portion of the award vesting on June 30, 2012.
- (3) Represents shares withheld to satisfy the tax liability incident to the vesting of a security issued in accordance with Rule 16b-3.
- (4) This Form 4 is being amended to correct a computional error in the number of securities underlying the restricted stock units prior to settlement of the portion of the award vesting on June 30, 2012.

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.

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