

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-12-15** | Period of Report: **2009-12-15**
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REPORTING OWNER

Kimmerling Frank J

CIK: **1450061**

Type: **4** | Act: **34** | File No.: **001-33411** | Film No.: **091240589**

Mailing Address

*10 WEST FOREST AVENUE
ENGLEWOOD NJ 07631*

ISSUER

MEDICAL NUTRITION USA INC

CIK: **722617** | IRS No.: **222383025** | State of Incorp.: **NJ** | Fiscal Year End: **0131**

SIC: **2833** Medicinal chemicals & botanical products

Mailing Address

*10 W FOREST AVE
-
ENGLEWOOD NJ 07631*

Business Address

*MEDICAL NUTRITION USA,
INC.
10 W FOREST AVE
ENGLEWOOD NJ 07631
2015691188*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <u>Kimmerling Frank J</u>			2. Issuer Name and Ticker or Trading Symbol <u>MEDICAL NUTRITION USA INC</u> <u>[MDNU]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <u>VP, Finance / CFO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2009</u>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
10 WEST FOREST AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <u>ENGLEWOOD,, NJ 07631</u>								
(City)	(State)	(Zip)						

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			
<u>Common Stock</u>	<u>12/15/2009</u>	<u>12/15/2009</u>	<u>F</u>		<u>6,968</u>		<u>D</u>	<u>\$2.02</u>	<u>60,532 (1)</u>	<u>D</u>

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

1. As of 12/15/09 this includes 50,000 shares from stock award of 12/3/08 and 17,500 shares from stock award of 12/02/09 which has not yet vested

Signatures

/s/ FRANK J. KIMMERLING

12/15/2009

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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.