

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-03-04**
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REPORTING OWNER

GARFINKLE MORRIS

CIK: **1461309**

Type: **4** | Act: **34** | File No.: **001-32134** | Film No.: **13660259**

Mailing Address
*1011 CAMPUS DRIVE
MUNDELEIN IL 60060*

ISSUER

Z TRIM HOLDINGS, INC

CIK: **1052257** | IRS No.: **364197173** | State of Incorporation: **IL** | Fiscal Year End: **1231**
SIC: **2040** Grain mill products

Mailing Address
*1011 CAMPUS DRIVE
MUNDELEIN IL 60060*

Business Address
*1011 CAMPUS DRIVE
MUNDELEIN IL 60060
847-549-6002*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 GARFINKLE MORRIS			2. Issuer Name and Ticker or Trading Symbol Z TRIM HOLDINGS, INC [ZTHO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2013					
1011 CAMPUS DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
MUNDELEIN, IL 60060								
(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			
Common Stock								675,877	I	44,984 owned by Tailwind Profit Sharing Plan and 200,000 owned by Garfinkle Revocable Trust
Common Stock	03/04/2013	03/04/2013	C		26,571	A	\$0.51 ⁽¹⁾	702,448	D	

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)	Date Exercisable	Expiration Date						Title
Warrant	\$0.01	03/04/2013	03/04/2013	C			10,417	06/04/2010	06/18/2013	Common Stock	10,417	\$0.01	0	D	
Warrant	\$0.3	03/04/2013	03/04/2013	C			3,846	06/04/2010	06/18/2013	Common Stock	3,846	\$0.3	0	D	
Warrant	\$1	03/04/2013	03/04/2013	C			12,308	06/04/2010	06/18/2013	Common Stock	12,308	\$1	0	D	

Explanation of Responses:

1. Mr. Garfinkle exercised all of his currently outstanding warrants, at prices of \$0.01, \$0.30 and \$1.00. The weighted average price of these exercises was \$0.51 per share.

Signatures

/s/ Morris Garfinkle

** Signature of Reporting Person

03/04/2013

Date

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.