

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>TISI CHRISTOPHER</u> (Last) (First) (Middle) 3750 INVESTMENT LANE #5 (Street) WEST PALM BEACH FL 33404 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEALTH & NUTRITION SYSTEMS INTERNATIONAL INC [HNNS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner X Officer (give title below) Other (specify below) CEO, President, Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year) 04/26/2004		

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			

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$0.3	04/22/2004		A			50,000	04/22/2004	12/31/2007	Common Stock	50,000	(I)	50,000	D

Explanation of Responses:

1. The option grant was ratified by the Board of Directors on April 22, 2004 and is effective as of April 8, 2004, the date Mr. Tisi's employment agreement was approved by the Board of Directors, not the date of ratification as was reflected in the original filing. Pursuant to the terms of the employment agreement, employee is entitled to a like sum on each anniversary date of the employment agreement. The options have a four-year term from the date of grant. All stock options issued are fully vested upon grant, and exercisable to purchase common stock at the fair market value on the date of grant, or, in the case of the initial grant, the date Mr. Tisi's contract was approved.

/s/ Christopher Tisi

05/12/2004

** Signature of Reporting Person

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.