

Greenwell James J
 Form 4
 February 06, 2013

FORM 4

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

OMB APPROVAL

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

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 *
 Greenwell James J

(Last) (First) (Middle)

C/O DATRIA SYSTEMS,
 INC., 6595 S. DAYTON STREET,
 SUITE 3000

(Street)

GREENWOOD VILLAGE, CO US
 80111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MusclePharm Corp [MSLP.OB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	353 ⁽³⁾	D	

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)

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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. Amount or Number of Shares
Series D Convertible Preferred Stock	<u>(1)</u>	02/04/2013		P	2,500	02/04/2013	<u>(2)</u> Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenwell James J C/O DATRIA SYSTEMS, INC. 6595 S. DAYTON STREET, SUITE 3000 GREENWOOD VILLAGE, CO US 80111	X			

Signatures

/s/ James J.
Greenwell

02/06/2013

**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).
- Each share of Series D Convertible Preferred Stock is convertible into two shares of Common Stock (the "Conversion Rate"). The
- (1) Conversion Rate is subject to adjustment upon the occurrence of certain events, such as stock splits or the issuance by the Issuer of Common Stock at a price per of less than \$4.00 per share of Common Stock.
 - (2) Except upon a mandatory conversion event, the Series D Convertible Preferred Stock is convertible at any time, at the Reporting Person's election, and has not expiration date.
 - (3) On November 26, 2012, the Issuer effected a 1-for-850 reverse stock split of its Common Stock, resulting in the Reporting Person's ownership of 353 shares of Common Stock rather than 300,000 shares of Common Stock.

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.