

BALLY TOTAL FITNESS HOLDING CORP

Form 15-12B

July 18, 2006

OMB APPROVAL

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-13997

Bally Total Fitness Holding Corporation

(Exact name of registrant as specified in its charter)
8700 West Bryn Mawr Avenue, Chicago, Illinois 60631 (773) 380-3000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
Series B Junior Participating Preferred Stock Purchase Rights (1)

(Title of each class of securities covered by this Form)
Common Stock, par value \$.01 per share

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)
Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i) Rule 12h-3(b)(1)(i)
 Rule 12g-4(a)(1)(ii) Rule 12h-3(b)(1)(ii) Rule 12g-4(a)(2)(i) Rule 12h-3(b)(2)(i) Rule 12g-4(a)(2)(ii)
 15d-6o

Approximate number of holders of record as of the certification or notice date: 0

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Pursuant to the requirements of the Securities Exchange Act of 1934 Bally Total Fitness Holding Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: July 18, 2006

By: /s/ Marc D. Bassewitz

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

(1) The Series B Junior Participating Preferred Stock Purchase Rights expired on July 15, 2006.

SEC 2069 (12-04) **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.**