

Wiernasz Justin Jeffrey
 Form 4
 May 25, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Wiernasz Justin Jeffrey

2. Issuer Name and Ticker or Trading Symbol
 INNOVATIVE FOOD HOLDINGS INC [IVFH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8142 VALIANT DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2009

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

NAPLES, FL 34104
 (City) (State) (Zip)

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

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: Indirect Beneficial Ownership (Instr. 4)		
Common Stock ⁽¹⁾	12/31/2009		A	V	966,000	A	\$ 0.005	3,966,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Wiernasz Justin Jeffrey - Form 4

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options	\$ 0.008	03/31/2010		A	2,000,000	(2)	03/31/2015	Common Stock	2,000,000
Options	\$ 0.01	06/30/2010		A	2,000,000	(3)	06/30/2015	Common Stock	2,000,000
Options	\$ 0.009	09/30/2010		A	2,000,000	(4)	09/30/2015	Common Stock	2,000,000
Options	\$ 0.01	12/31/2010		A	2,000,000	(5)	12/31/2015	Common Stock	2,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wiernasz Justin Jeffrey 8142 VALIANT DRIVE NAPLES, FL 34104			President	

Signatures

/s/ Justin Wiernasz
 05/25/2011
 **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).
- (1) Common Stock shares committed to be issued, not issued as of March 31, 2011.
- (2) This option vested on March 31, 2010.
- (3) This option vested on June 30, 2010.
- (4) This option vested on September 30, 2010.
- (5) This option vested on December 31, 2010.
- (6) Issued pursuant to compensation agreements.

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.