

Health Fitness Corp /MN/
Form 4
March 02, 2009

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 *
CRAWFORD JEANNE C

(Last) (First) (Middle)
1650 WEST 82ND STREET, SUITE 1100
(Street)

MINNEAPOLIS, MN 55431

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Health Fitness Corp /MN/ [FIT]

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2009

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)
Chief HR Officer & Secy.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/26/2009 | | A | | 3,803 <u>(1)</u> | A | \$ 0 18,978 <u>(1)</u> D |

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

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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. Pr Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 1.38 | | | | | <u>(2)</u> | 07/25/2013 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 4.14 | | | | | <u>(2)</u> | 03/10/2014 | Common Stock | 7,500 |
| Employee Stock Option (Right to Buy) | \$ 4.54 | | | | | <u>(2)</u> | 12/15/2010 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 5.24 | | | | | <u>(3)</u> | 02/24/2011 | Common Stock | 3,750 |
| Employee Stock Option (Right to Buy) | \$ 5.38 | | | | | <u>(4)</u> | 01/24/2012 | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 5.94 | | | | | <u>(5)</u> | 02/26/2013 | Common Stock | 11,250 |
| Employee Stock Option (Right to Buy) | \$ 5.22 | | | | | <u>(6)</u> | 02/26/2014 | Common Stock | 11,250 |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRAWFORD JEANNE C 1650 WEST 82ND STREET SUITE 1100 MINNEAPOLIS, MN 55431 | | | Chief HR Officer & Secy. | |

Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for Jeanne C. Crawford pursuant to Power of Attorney previously filed

03/02/2009

__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) Includes 3,803 shares of restricted stock granted under the 2007 Equity Incentive Plan, which shares vest in 25% increments on each of 2/26/10, 2/26/11, 2/26/12 and 2/26/13.
- (2) 100% vested.
- (3) Exercisable in annual increments of 937 shares commencing 2/24/06.
- (4) Exercisable in annual increments of 3,750 shares commencing 1/24/07.
- (5) Exercisable in annual increments of 2,812 shares commencing 2/26/08.
- (6) Exercisable in annual increments of 2,812 shares commencing 2/26/09.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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