

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

FORM 4

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

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

OMB APPROVAL

OMB
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(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) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2009		A	(A) or (D) 3,803 (1) A	\$ 0 18,978 ⁽¹⁾	D	

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

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information contained in this form are not
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SEC 1474
(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. Pri 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	\$ 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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