

Health Fitness Corp /MN/
Form 4
June 05, 2007

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 *
WINNEKINS WESLEY W

(Last) (First) (Middle)

**3600 AMERICAN BOULEVARD
WEST, SUITE 560**

(Street)

MINNEAPOLIS, MN 55431

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2007

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)

CFO/Treasurer

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	06/01/2007		A	Amount 76,077 (1)	A \$ 0 156,077	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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 0.95					08/01/2001	08/01/2011	Common Stock	10,000	
Employee Stock Option (Right to Buy)	\$ 0.95					12/31/2001	08/01/2011	Common Stock	7,500	
Employee Stock Option (Right to Buy)	\$ 0.47					<u>(2)</u>	02/21/2008	Common Stock	17,000	
Employee Stock Option (Right to Buy)	\$ 0.39					<u>(3)</u>	02/10/2009	Common Stock	17,000	
Employee Stock Option (Right to Buy)	\$ 0.69					07/25/2003	07/25/2013	Common Stock	10,000	
Employee Stock Option (Right to Buy)	\$ 2.07					<u>(4)</u>	03/10/2014	Common Stock	17,000	
Employee Stock Option (Right to	\$ 2.62					<u>(5)</u>	02/24/2011	Common Stock	10,000	

Buy)

Employee
StockOption \$ 2.69
(Right to
Buy)(6)

01/24/2012

Common
Stock 40,000Employee
StockOption \$ 2.97
(Right to
Buy)(7)

02/26/2013

Common
Stock 30,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

WINNEKINS WESLEY W
3600 AMERICAN BOULEVARD WEST
SUITE 560
MINNEAPOLIS, MN 55431

CFO/Treasurer

Signatures

/s/ Wesley W.
Winnekins

06/05/2007

**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) Granted under the 2007 Equity Incentive Plan. Vests in whole or in part at the time of completion of the Company's 2009 annual audit, subject to the achievement of performance objectives.
- (2) Exercisable in annual increments of 16,000 shares commencing 2/9/02, subject to acceleration in the event certain conditions are met.
- (3) Exercisable in annual increments of 4,250 shares commencing 2/10/04.
- (4) Exercisable in annual increments of 4,250 shares commencing 3/10/05.
- (5) Exercisable in annual increments of 2,500 shares commencing 2/24/06.
- (6) Exercisable in annual increments of 10,000 shares commencing 1/24/07.
- (7) Exercisable in annual increments of 7,500 shares commencing 2/26/08.

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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