

Health Fitness Corp /MN/
Form 4
June 12, 2008

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/ [HFIT]

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

06/11/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief HR Officer & Secy.

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	06/11/2008		S		21,000	D	\$ 2 31,792
Common Stock	06/11/2008		S		6,000	D	\$ 2.01 25,792

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)

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

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)	\$ 0.39					(1)	02/10/2009	Common Stock	15,000	
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					(2)	03/10/2014	Common Stock	15,000	
Employee Stock Option (Right to Buy)	\$ 2.27					(3)	12/15/2010	Common Stock	20,000	
Employee Stock Option (Right to Buy)	\$ 2.62					(4)	02/24/2011	Common Stock	7,500	
Employee Stock Option (Right to Buy)	\$ 2.69					(5)	01/24/2012	Common Stock	30,000	
Employee Stock	\$ 2.97					(6)	02/26/2013	Common Stock	22,500	

Option
(Right to
Buy)

Employee
Stock

Option \$ 2.61
(Right to
Buy)

(7)

02/26/2014

Common
Stock 22,500

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/ Jeanne C.
Crawford

06/12/2008

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) Exercisable in annual increments of 3,750 shares commencing 2/10/04.
- (2) Exercisable in annual increments of 3,750 shares commencing 3/10/05.
- (3) Exercisable in annual increments of 5,000 shares commencing 12/15/05.
- (4) Exercisable in annual increments of 1,875 shares commencing 2/24/06.
- (5) Exercisable in annual increments of 7,500 shares commencing 1/24/07.
- (6) Exercisable in annual increments of 5,625 shares commencing 2/26/08.
- (7) Exercisable in annual increments of 5,625 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. 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.