

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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WINNEKINS WESLEY W**

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

CFO/Treasurer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock                       | 02/26/2009                              |   | A                                    | (A)<br>or<br>(D)<br>A  | 5,070<br>(1)<br>\$ 0   | 102,974 (1) (2)<br>(3)   | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|---|---|---|---|---|---|--|--------------------|---|-------------------------------------|------------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.9  |   |   |   |   | <u>(4)</u>   | 08/01/2011         | Common<br>Stock   | 5,000                               |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.9  |   |   |   |   | <u>(4)</u>   | 08/01/2011         | Common<br>Stock   | 3,750                               |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.24   |   |   |   |   | <u>(5)</u>   | 02/24/2011         | Common<br>Stock   | 5,000                               |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.38   |   |   |   |   | <u>(6)</u>   | 01/24/2012         | Common<br>Stock   | 20,000                              |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.94   |   |   |   |   | <u>(4)</u>   | 02/26/2013         | Common<br>Stock   | 15,000                              |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.38   |   |   |   |   | <u>(4)</u>   | 07/25/2013         | Common<br>Stock   | 5,000                               |                                    |
| Employee<br>Stock<br>Option<br>(Right to            | \$ 4.14   |   |   |   |   | <u>(4)</u>   | 03/10/2014         | Common<br>Stock   | 8,500                               |                                    |

Buy)

Employee

Stock

Option \$ 5.22

(Right to

Buy)

(7)

02/26/2014

Common  
Stock

15,000

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| WINNEKINS WESLEY W<br>1650 WEST 82ND STREET<br>SUITE 1100<br>MINNEAPOLIS, MN 55431 |               |           | CFO/Treasurer |       |

## Signatures

/s/ Wesley W.

Winnekins

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 5,070 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) Includes 5,000 shares of restricted stock, previously reported on 4/7/08, which vest on December 31, 2008 and 5,000 shares of restricted stock which vest on December 31, 2009.
- (3) Includes 37,221 shares of restricted stock, previously reported on 6/1/07, which vest in whole or in part at the time of completion of the Company's 2009 annual audit, subject to the achievement of performance objectives.
- (4) 100% vested.
- (5) Exercisable in annual increments of 1,250 shares commencing 2/24/06.
- (6) Exercisable in annual increments of 5,000 shares commencing 1/24/07.
- (7) Exercisable in annual increments of 3,750 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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