

CRAWFORD JEANNE C  
 Form 4  
 February 15, 2005

**FORM 4**

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

OMB APPROVAL

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**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

2. Issuer Name and Ticker or Trading Symbol  
 HEALTH FITNESS CORP /MN/ [HFIT]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 3600 AMERICAN BOULEVARD  
 WEST, SUITE 560  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2004

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 Vice President-Human Resources

MINNEAPOLIS, MN 55431

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock				(A)	52,670	D	
Common Stock				(A)	39,000	I	By Spouse

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.55					<u>(1)</u>	12/13/2007	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 0.47					<u>(2)</u>	02/21/2008	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 0.39					<u>(3)</u>	02/10/2009	Common Stock	15,000
Incentive Stock Option (Right to Buy)	\$ 0.69					07/25/2003	07/25/2009	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 2.07					<u>(4)</u>	03/10/2014	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 2.27	12/15/2004		A	20,000	<u>(5)</u>	12/15/2010	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

