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

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HURT DAVE

(Last) (First) (Middle)

3600 AMERICAN BLVD. 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
__X__ Officer (give title below) _____ Other (specify below)
VP Acct Services-Fitness Mgmt

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2007		A		63,397 (1)	A	$ 0	63,397	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Purchase)	$ 0.47							(2)	02/21/2008	Common Stock	15,000	
Employee Stock Option (Right to Purchase)	$ 0.39							(3)	02/10/2009	Common Stock	15,000	
Employee Stock Option (Right to Purchase)	$ 2.07							(4)	03/10/2014	Common Stock	10,000	
Employee Stock Option (Right to Buy)	$ 2.81							(5)	02/04/2011	Common Stock	7,500	
Employee Stock Option (Right to Buy)	$ 2.69							(6)	01/24/2012	Common Stock	20,000	
Employee Stock Option (Right to Buy)	$ 2.97							(7)	02/26/2013	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
HURT DAVE 3600 AMERICAN BLVD. WEST SUITE 560 MINNEAPOLIS, MN 55431			VP Acct Services-Fitness Mgmt	

Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for David T. Hurt pursuant to Power of Attorney previously filed	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 3,750 shares commencing 2/21/03.

(3) Exercisable in annual increments of 3,750 shares commencing 2/10/04.

(4) Exercisable in annual increments of 1,875 shares commencing 3/10/05.

(5) Exercisable in annual increments of 1,875 shares commencing 2/4/06.

(6) Exercisable in annual increments of 5,000 shares commencing 1/24/07.

(7) Exercisable in annual increments of 3,750 shares commencing 2/26/08.

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.