

Health Fitness Corp /MN/
Form 5/A
February 14, 2008

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SHEFFERT MARK W

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

80 SOUTH EIGHTH STREET

(Street)

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

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/17/2007

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/12/2005	Â	X4	75,000	A	\$ 0.29	95,000	D	Â
Common Stock	07/12/2005	Â	J4 ⁽¹⁾	9,278	D	\$ 2.4	85,722	D	Â
Common Stock	12/23/2005	Â	G5	23,405	D	\$ 0	62,317	D	Â
Common Stock	12/27/2005	Â	G5	41,670	D	\$ 0	20,647	D	Â
	12/28/2005	Â	G5	647	D	\$ 0	20,000	D	Â

Common
Stock

Common Stock 12/30/2005 Â G5 20,000 D \$ 0 0 D Â

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

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(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 Security (Instr. 3 and 4)
Stock Purchase Warrant	\$ 0.29	07/12/2005	Â	X4	Â 75,000	07/14/2000 07/14/2005	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEFFERT MARK W 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	Â X	Â	Â	Â

Signatures

Wesley W. Winnekins as Attorney-In-Fact for Mark W. Sheffert pursuant to Power of Attorney 02/14/2008

__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) Payment of exercise price of warrant by withholding 9,278 shares.

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