

Health Fitness Corp /MN/
 Form 4
 February 28, 2008

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 *
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/ [HFIT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO/Treasurer

6. Individual or Joint/Group Filing(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 169,881 ⁽¹⁾ | D | |

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

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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 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) | \$ 0.39 | | | | | <u>(2)</u> | 02/10/2009 | Common Stock | 17,000 |
| Employee Stock Option (Right to Buy) | \$ 0.95 | | | | | 08/01/2001 | 08/01/2011 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 0.95 | | | | | 12/31/2001 | 08/01/2011 | Common Stock | 7,500 |
| Employee Stock Option (Right to Buy) | \$ 2.62 | | | | | <u>(3)</u> | 02/24/2011 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 2.69 | | | | | <u>(4)</u> | 01/24/2012 | Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 2.97 | | | | | <u>(5)</u> | 02/26/2013 | Common Stock | 30,000 |
| Employee Stock Option (Right to Buy) | \$ 0.69 | | | | | 07/25/2003 | 07/25/2013 | Common Stock | 10,000 |
| | \$ 2.07 | | | | | <u>(6)</u> | 03/10/2014 | | 17,000 |

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 2.61 02/26/2008 A 30,000 (7) 02/26/2014

Common
Stock 30,000

Reporting Owners

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

Signatures

/s/ Wesley W.
Winnekins 02/28/2008

**Signature of Reporting Date
Person

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 76,077 shares granted under the 2007 Equity Incentive Plan, which shares 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.
 - (2) Exercisable in annual increments of 4,250 shares each commencing 2/10/04.
 - (3) Exercisable in annual increments of 2,500 shares each commencing 2/24/06.
 - (4) Exercisable in annual increments of 10,000 shares each commencing 1/24/07.
 - (5) Exercisable in annual increments of 7,500 shares each commencing 2/26/08.
 - (6) Exercisable in annual increments of 4,250 shares each commencing 3/10/05.
 - (7) Exercisable in annual increments of 7,500 shares each 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.