

CRAWFORD JEANNE C  
 Form 4  
 August 17, 2005

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CRAWFORD JEANNE C**

(Last) (First) (Middle)

3600 AMERICAN BOULEVARD  
 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)  
**08/15/2005**

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)  
**Vice President-Human Resources**

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)			
				(A) or (D)	Price					
Common Stock	08/15/2005		S	V	1,000	D	\$ 2.45	51,670	D	
Common Stock	08/16/2005		S	V	1,000	D	\$ 2.36	50,670	D	
Common Stock								39,000	I	By Spouse

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**

SEC 1474 (9-02)

number.

**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. Fair Value of Derivative Security (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
Employee 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					<u>(5)</u>	12/15/2010	Common Stock	20,000

Employee Stock Option (Right to Buy)	\$ 2.62	(6)	02/24/2011	Common Stock	7,500
--	---------	-----	------------	-----------------	-------

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD JEANNE C 3600 AMERICAN BOULEVARD WEST SUITE 560 MINNEAPOLIS, MN 55431			Vice President-Human Resources	

## Signatures

/s/ Jeanne C.                      08/17/2005  
Crawford

\*\*Signature of                      Date  
Reporting 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) Exercisable in four annual increments of 10,000 shares each, commencing 12/13/02.
- (2) Exercisable in four annual increments of 3,750 shares each, commencing 2/21/03.
- (3) Exercisable in four annual increments of 3,750 shares each, commencing 2/10/04.
- (4) Exercisable in four annual increments of 3,750 shares each, commencing 3/10/05.
- (5) Exercisable in four annual increments of 5,000 shares each, commencing 12/15/05.
- (6) Exercisable in four annual increments of 1,875 shares each, commencing 2/24/06

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.