Edgar Filing: CRAWFORD JEANNE C - Form 4

CRAWFORD JEANNE C

Form 4

February 25, 2005

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

response...

burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CRAWFORD JEANNE C Issuer Symbol HEALTH FITNESS CORP /MN/ (Check all applicable) [HFIT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 3600 AMERICAN BOULEVARD 02/24/2005 Vice President-Human Resources WEST, SUITE 560 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MINNEAPOLIS, MN 55431 (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

							-
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
		•			Following	(Instr. 4)	(Instr. 4)
					Reported		
				(A)	Transaction(s)		
			C 1 W	or	(Instr. 3 and 4)		
~			Code V	Amount (D) Price			
Common					52,670	D	
Stock					32,070	D	
_							
Common					39,000	T	By Spouse
Stock					37,000	1	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: CRAWFORD JEANNE C - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e Expiration Day (Month/Day/Y	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					(3)	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					<u>(5)</u>	12/15/2010	Common Stock	20,000	
Employee Stock Option	\$ 2.62	02/24/2005		A	7,500	<u>(6)</u>	02/24/2011	Common Stock	7,500	

(Right to Buy)

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

Wesley W. Winnekins for Jeanne C. Crawford pursuant to Power of Attorney previously filed

02/25/2005

**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) Exercisable in annual increments of 10,000 shares each, commencing 12/13/02.
- (2) Exercisable in annual increments of 3,750 shares each, commencing 2/21/03.
- (3) Exercisable in annual increments of 3,750 shares each, commencing 2/10/04.
- (4) Exercisable in annual increments of 3,750 shares each, commencing 3/10/05.
- (5) Exercisable in annual increments of 5,000 shares each, commencing 12/15/05.
- (6) Exercisable in 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.

Reporting Owners 3