

WINNEKINS WESLEY W
Form 4
March 26, 2009

FORM 4

**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).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1650 WEST 82ND STREET, SUITE 1100

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2009

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

(Street)
MINNEAPOLIS, MN 55431

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/24/2009		D	(A) or (D) 1,558 (1) D \$ 0	101,416 (2) (3) (4)	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)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.9					<u>(5)</u>	08/01/2011	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 1.9					<u>(5)</u>	08/01/2011	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 5.24					<u>(6)</u>	02/24/2011	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 5.38					<u>(7)</u>	01/24/2012	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 5.94					<u>(5)</u>	02/26/2013	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 1.38					<u>(5)</u>	07/25/2013	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 4.14					<u>(5)</u>	03/10/2014	Common Stock	8,500

Buy)

Employee

Stock

Option \$ 5.22

(Right to

Buy)

(8)

02/26/2014

Common
Stock

15,000

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/ Jeanne Crawford as Attorney-in-Fact for Wesley W. Winnekins pursuant to Power of Attorney filed herewith.

03/25/2009

__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) Represents shares of restricted stock granted under the 2007 Equity Incentive Plan that will not vest based on performance objectives not achieved for the fiscal year ended December 31, 2008.
- (2) Includes 5,070 shares of restricted stock granted under the 2007 Equity Incentive Plan, which shares vest in 25% increments on each of 2/26/10, 2/26/11, 2/26/12 and 2/26/13.
- (3) Includes 5,000 shares of restricted stock, previously reported on 4/7/08, which vest on December 31, 2008 and 5,000 shares of restricted stock which vest on December 31, 2009.
- (4) Includes 35,663 shares of restricted stock, previously reported on 6/1/07, which 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.
- (5) 100% vested.
- (6) Exercisable in annual increments of 1,250 shares commencing 2/24/06.
- (7) Exercisable in annual increments of 5,000 shares commencing 1/24/07.
- (8) Exercisable in annual increments of 3,750 shares 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.

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