

CRAWFORD JEANNE C
 Form 4
 January 26, 2006

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 *
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)

01/24/2006

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					40,670	D	
Common Stock					39,000	I	By Spouse

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

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SEC 1474 (9-02)

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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)
				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					<u>(6)</u> 02/24/2011	Common Stock 7,500

Buy)

Employee

Stock

Option

(Right to

Buy)

\$ 2.69

01/24/2006

A

30,000

(7)

01/24/2012

Common
Stock

30,000

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.

Crawford

01/26/2006

**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 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.
- (7) Exercisable in four annual increments of 7,500 shares each, commencing 1/24/07.

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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