

Health Fitness Corp /MN/  
 Form 4  
 February 28, 2007

**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)  
**02/26/2007**

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)
Common Stock				(A) or (D) Price	40,670	D	
Common Stock				(A) or (D) Price	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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 (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					(1) 12/13/2007	Common Stock 40,000
Employee Stock Option (Right to Buy)	\$ 0.47					(2) 02/21/2008	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 0.39					(3) 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					(4) 03/10/2014	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 2.27					(5) 12/15/2010	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 2.62					(6) 02/24/2011	Common Stock 7,500

Buy)

Employee  
Stock

Option \$ 2.69  
(Right to  
Buy)

(7)

01/24/2012

Common  
Stock

30,000

Employee  
Stock

Option \$ 2.97 02/26/2007  
(Right to  
Buy)

A

22,500

(8)

02/26/2013

Common  
Stock

22,500

## 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.  
Crawford

02/27/2007

\*\*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 commencing 12/13/02.
- (2) Exercisable in annual increments of 3,750 shares commencing 2/21/03.
- (3) Exercisable in annual increments of 3,750 shares commencing 2/10/04.
- (4) Exercisable in annual increments of 3,750 shares commencing 3/10/05.
- (5) Exercisable in annual increments of 5,000 shares commencing 12/15/05.
- (6) Exercisable in annual increments of 1,875 shares commencing 2/24/06.
- (7) Exercisable in annual increments of 7,500 shares commencing 1/24/07.
- (8) Exercisable in annual increments of 5,625 shares commencing 2/26/08.

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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