

WINNEKINS WESLEY W

Form 4

February 10, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WINNEKINS WESLEY W**

(Last) (First) (Middle)

1650 WEST 82ND STREET, SUITE  
1100

(Street)

MINNEAPOLIS, MN 55431

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Health Fitness Corp /MN/ [FIT]

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

02/06/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

CFO/Treasurer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/06/2009		M	8,500 A	\$ 0.78	100,988	D
Common Stock	02/06/2009		F	3,084 D	\$ 2.15	97,904 <sup>(1)</sup> <sup>(2)</sup> <sub>(3)</sub>	D

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

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information contained in this form are not  
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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)	\$ 0.78 <sup>(4)</sup>	02/06/2009		M	8,500	<sup>(4)</sup>	02/10/2009	Common Stock	8,500 <sup>(4)</sup>
Employee Stock Option (Right to Buy)	\$ 1.9 <sup>(5)</sup>					<sup>(5)</sup>	08/01/2011	Common Stock	5,000 <sup>(5)</sup>
Employee Stock Option (Right to Buy)	\$ 1.9 <sup>(6)</sup>					<sup>(6)</sup>	08/01/2011	Common Stock	3,750 <sup>(6)</sup>
Employee Stock Option (Right to Buy)	\$ 5.24 <sup>(7)</sup>					<sup>(7)</sup>	02/24/2011	Common Stock	5,000 <sup>(7)</sup>
Employee Stock Option (Right to Buy)	\$ 5.38 <sup>(8)</sup>					<sup>(8)</sup>	01/24/2012	Common Stock	20,000 <sup>(8)</sup>
Employee Stock Option (Right to Buy)	\$ 5.94 <sup>(9)</sup>					<sup>(9)</sup>	02/26/2013	Common Stock	15,000 <sup>(9)</sup>
Employee Stock Option	\$ 1.38 <sup>(10)</sup>					<sup>(10)</sup>	07/25/2013	Common Stock	5,000 <sup>(10)</sup>

(Right to  
Buy)

Employee  
Stock

Option \$ 4.14 <sup>(11)</sup>

(Right to  
Buy)

(11)

03/10/2014

Common  
Stock 8,500  
(11)

Employee  
Stock

Option \$ 5.22 <sup>(12)</sup>

(Right to  
Buy)

(12)

02/26/2014

Common  
Stock 15,000  
(12)

## 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/ Wesley W.  
Winnekins

02/10/2009

  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) On 10/6/08, the Company completed a one-for-two reverse stock split. All common stock amounts and exercise prices in the filing relating to securities acquired prior to 10/6/08 have been adjusted to reflect the one-for-two stock split.
- (2) Includes 5,000 shares of restricted stock that vest on December 31, 2008 and 5,000 shares of restricted stock that vest on December 31, 2009.
- (3) Includes 38,038 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.
- (4) This option was previously reported as covering 17,000 shares at an exercise price of \$.39, but was adjusted to reflect the stock split that occurred on 10/6/08. 100% vested.
- (5) This option was previously reported as covering 10,000 shares at an exercise price of \$.95, but was adjusted to reflect the stock split that occurred on 10/6/08. 100% vested.
- (6) This option was previously reported as covering 7,500 shares at an exercise price of \$.95, but was adjusted to reflect the stock split that occurred on 10/6/08. 100% vested.
- (7) This option was previously reported as covering 10,000 shares at an exercise price of \$2.62, but was adjusted to reflect the stock split that occurred on 10/6/08. Now exercisable in annual increments of 1,250 shares commencing 2/24/06.
- (8) This option was previously reported as covering 40,000 shares at an exercise price of \$2.69, but was adjusted to reflect the stock split that occurred on 10/6/08. Now exercisable in annual increments of 5,000 shares commencing 1/24/07.

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- (9) This option was previously reported as covering 30,000 shares at an exercise price of \$2.97, but was adjusted to reflect the stock split that occurred on 10/6/08. 100% vested.
- (10) This option was previously reported as covering 10,000 shares at an exercise price of \$.69, but was adjusted to reflect the stock split that occurred on 10/6/08. 100% vested.
- (11) This option was previously reported as covering 17,000 shares at an exercise price of \$2.07, but was adjusted to reflect the stock split that occurred on 10/6/08. 100% vested.
- (12) This option was previously reported as covering 30,000 shares at an exercise price of \$2.61, but was adjusted to reflect the stock split that occurred on 10/6/08. Now 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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