

CRAWFORD JEANNE C
 Form 4
 February 10, 2009

FORM 4

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

OMB APPROVAL

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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)

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
 Officer (give title below) ___ Other (specify below)

Chief HR Officer & Secy.

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/06/2009		M	7,500 A \$ 0.78	17,896	D	
Common Stock	02/06/2009		F	2,721 D \$ 2.13	15,175 ⁽¹⁾	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)

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.78 ⁽²⁾	02/06/2009		M	7,500	⁽²⁾ 02/10/2009	Common Stock	7,500 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 1.38 ⁽³⁾					⁽³⁾ 07/25/2013	Common Stock	5,000 ⁽³⁾
Employee Stock Option (Right to Buy)	\$ 4.14 ⁽⁴⁾					⁽⁴⁾ 03/10/2014	Common Stock	7,500 ⁽⁴⁾
Employee Stock Option (Right to Buy)	\$ 4.54 ⁽⁵⁾					⁽⁵⁾ 12/15/2010	Common Stock	10,000 ⁽⁵⁾
Employee Stock Option (Right to Buy)	\$ 5.24 ⁽⁶⁾					⁽⁶⁾ 02/24/2011	Common Stock	3,750 ⁽⁶⁾
Employee Stock Option (Right to Buy)	\$ 5.38 ⁽⁷⁾					⁽⁷⁾ 01/24/2012	Common Stock	15,000 ⁽⁷⁾
Employee Stock Option	\$ 5.94 ⁽⁸⁾					⁽⁸⁾ 02/26/2013	Common Stock	11,250 ⁽⁸⁾

