

WINNEKINS WESLEY W
Form 4
March 01, 2010

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 *
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)
02/25/2010

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

(Street)

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

MINNEAPOLIS, MN 55431

(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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	02/25/2010		U		102,974	D	D
					\$ 8.78		
					0		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.9	02/25/2010		D		5,000		<u>(1)</u>	08/01/2011	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 1.9	02/25/2010		D		3,750		<u>(1)</u>	08/01/2011	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 5.24	02/25/2010		D		5,000		<u>(1)</u>	02/24/2011	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 5.38	02/25/2010		D		20,000		<u>(1)</u>	01/24/2012	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 5.94	02/25/2010		D		15,000		<u>(1)</u>	02/26/2013	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 1.38	02/25/2010		D		5,000		<u>(1)</u>	07/25/2013	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 4.14	02/25/2010		D		8,500		<u>(1)</u>	03/10/2014	Common Stock	8,500
	\$ 5.22	02/25/2010		D		15,000		<u>(1)</u>	02/26/2014		15,000

