

WINNEKINS WESLEY W

Form 4

February 09, 2007

**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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2005  
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response... 0.5

(Print or Type Responses)

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

(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)

**02/09/2007**

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	02/09/2007		M	80,000	A \$ 0.6875	80,000	D

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  
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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)	\$ 0.6875	02/09/2007		M	80,000	<u>(1)</u>	02/09/2007	Common Stock	80,000
Employee Stock Option (Right to Buy)	\$ 0.95					08/01/2001	08/01/2011	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 0.95					12/31/2001	08/01/2011	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 0.47					<u>(2)</u>	02/21/2008	Common Stock	17,000
Employee Stock Option (Right to Buy)	\$ 0.39					<u>(3)</u>	02/10/2009	Common Stock	17,000
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	17,000
	\$ 2.62					<u>(5)</u>	02/24/2011		10,000

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 2.69

(6)

01/24/2012

Common  
Stock

40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINNEKINS WESLEY W 3600 AMERICAN BOULEVARD WEST SUITE 560 MINNEAPOLIS, MN 55431			CFO/Treasurer	

## Signatures

/s/ Wesley W.  
Winnekins

02/09/2007

\_\_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 16,000 shares each commencing 2/9/02, subject to acceleration in the event certain conditions are met.
  - (2) Exercisable in annual increments of 4,250 shares each commencing 2/21/03.
  - (3) Exercisable in annual increments of 4,250 shares each commencing 2/10/04.
  - (4) Exercisable in annual increments of 4,250 shares each commencing 3/10/05.
  - (5) Exercisable in annual increments of 2,500 shares each commencing 2/24/06.
  - (6) Exercisable in annual increments of 10,000 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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