

Health Fitness Corp /MN/  
Form 4  
May 31, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**05/30/2007**

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)

VP - Human Resources & Secy.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/30/2007		S		1,000	D	\$ 2.75
Common Stock	05/30/2007		S		9,500	D	\$ 2.7
Common Stock	05/30/2007		S		29,500	D	\$ 2.6
Common Stock							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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SEC 1474  
(9-02)

**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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 0.47					<u>(1)</u>	02/21/2008	Common Stock	15,000	
Employee Stock Option (Right to Buy)	\$ 0.39					<u>(2)</u>	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					<u>(3)</u>	03/10/2014	Common Stock	15,000	
Employee Stock Option (Right to Buy)	\$ 2.27					<u>(4)</u>	12/15/2010	Common Stock	20,000	
Employee Stock	\$ 2.62					<u>(5)</u>	02/24/2011	Common Stock	7,500	

Option  
(Right to  
Buy)

Employee  
Stock

Option \$ 2.69  
(Right to  
Buy)

(6)

01/24/2012

Common  
Stock 30,000

Employee  
Stock

Option \$ 2.97  
(Right to  
Buy)

(7)

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

VP - Human Resources & Secy.

## Signatures

/s/ Wesley W. Winnekins as Attorney-In-Fact for Jeanne C. Crawford pursuant to Power of Attorney previously filed

05/31/2007

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