

Meacham Katherine
Form 4
June 11, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Meacham Katherine

(Last) (First) (Middle)

2237 DELTA WAY

(Street)

KNOXVILLE, TN 37919

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Health Fitness Corp /MN/ [FIT]

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2009

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 ____ Other (specify
below) below)

VP Acct Services-Health Mgmt

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	06/10/2009		M		4,400	A \$ 2.5	40,740 D
Common Stock	06/11/2009		S		300	D \$ 4.48	40,440 D
Common Stock	06/11/2009		S		500	D \$ 4.5	39,940 D
Common Stock	06/11/2009		S		100	D \$ 4.51	39,840 D
Common Stock	06/11/2009		S		100	D \$ 4.52	39,740 D

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Common Stock	06/11/2009	S	500	D	\$ 4.64	39,240	D
Common Stock	06/11/2009	S	1,300	D	\$ 4.66	37,940	D
Common Stock	06/11/2009	S	400	D	\$ 4.71	37,540	D
Common Stock	06/11/2009	S	100	D	\$ 4.72	37,440	D
Common Stock	06/11/2009	S	1,100	D	\$ 4.76	36,340 ⁽¹⁾	D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2.5	06/10/2009		M		4,400		<u>(2)</u>	12/08/2009	Common Stock	4,400
Employee Stock Option (Right to Buy)	\$ 5.62							<u>(3)</u>	02/04/2011	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 5.24							<u>(4)</u>	02/24/2011	Common Stock	3,750

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Employee Stock Option (Right to Buy)	\$ 5.38	<u>(5)</u>	01/24/2012	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 5.94	<u>(6)</u>	02/26/2013	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 5.22	<u>(7)</u>	02/26/2014	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meacham Katherine 2237 DELTA WAY KNOXVILLE, TN 37919			VP Acct Services-Health Mgmt	

Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for Katherine Meacham pursuant to Power-of-Attorney filed herewith.

06/11/2009

__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) Includes 29,719 shares of restricted stock, previously reported on 6/1/07, which shares 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.
- (2) Exercisable in annual increments of 5,000 shares commencing 12/8/04.
- (3) Exercisable in annual increments of 937 shares commencing 2/4/06.
- (4) Exercisable in annual increments of 937 shares commencing 2/24/06.
- (5) Exercisable in annual increments of 2,500 shares commencing 1/24/07.
- (6) Exercisable in annual increments of 1,875 shares commencing 2/26/08.
- (7) Exercisable in annual increments of 1,875 shares commencing 2/26/09.

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