

GAGNE BRIAN

Form 4

December 08, 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  
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 \*  
GAGNE BRIAN

(Last) (First) (Middle)

238 MUIRFIELD TRAIL

(Street)

HUDSON, WI 54016

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/08/2009

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 below) \_\_\_\_ Other (specify below)

Senior VP - 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/08/2009                              |                                                             | M                                    | 20,000                                                                     | A                                                                                                                  | \$<br>2.5                                                            | 64,502 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  
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)**

# Edgar Filing: GAGNE BRIAN - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 2.5                                                                | 12/08/2009                              |                                                             | M                                       | 20,000                                                                                                       | <u>(1)</u>                                                     | 12/08/2009         | Common<br>Stock                                                     | 20,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.62                                                               |                                         |                                                             |                                         |                                                                                                              | <u>(2)</u>                                                     | 02/04/2011         | Common<br>Stock                                                     | 3,750                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.24                                                               |                                         |                                                             |                                         |                                                                                                              | <u>(3)</u>                                                     | 02/24/2011         | Common<br>Stock                                                     | 3,750                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.38                                                               |                                         |                                                             |                                         |                                                                                                              | <u>(4)</u>                                                     | 01/24/2012         | Common<br>Stock                                                     | 10,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.94                                                               |                                         |                                                             |                                         |                                                                                                              | <u>(5)</u>                                                     | 02/26/2013         | Common<br>Stock                                                     | 7,500                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.22                                                               |                                         |                                                             |                                         |                                                                                                              | <u>(6)</u>                                                     | 02/26/2014         | Common<br>Stock                                                     | 7,500                               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |

GAGNE BRIAN  
238 MUIRFIELD TRAIL  
HUDSON, WI 54016

Senior VP - Health Mgmt.

## Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for Brian Gagne pursuant to  
Power-of-Attorney previously filed.

12/08/2009

\_\_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) Exercisable in annual increments of 5,000 shares commencing 12/8/04.
- (2) Exercisable in annual increments of 937 shares commencing 2/24/06.
- (3) Exercisable in annual increments of 937 shares commencing 2/24/06.
- (4) Exercisable in annual increments of 2,500 shares commencing 1/24/07.
- (5) Exercisable in annual increments of 1,875 shares commencing 2/26/08.
- (6) Exercisable in annual increments of 1,875 shares commencing 2/26/09.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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