

WINNEKINS WESLEY W
Form 4
February 25, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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/ [HFIT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
3600 AMERICAN BOULEVARD
WEST, SUITE 560
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2005

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

MINNEAPOLIS, MN 55431

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

(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 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)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(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						<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
Employee Stock Option	\$ 2.62	02/24/2005	A		10,000		<u>(5)</u>	02/24/2011	Common Stock	10,000

(Right to Buy)

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

Wesley W.
Winnekins 02/25/2005

 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

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.