

Health Fitness Corp /MN/
Form 4
February 28, 2007

FORM 4

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

OMB APPROVAL

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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

(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)
02/26/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock				(A) or (D) Price	80,000	D	

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)

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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)	\$ 0.95					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>(1)</u> 02/21/2008	Common Stock 17,000
Employee Stock Option (Right to Buy)	\$ 0.39					<u>(2)</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>(3)</u> 03/10/2014	Common Stock 17,000
Employee Stock Option (Right to Buy)	\$ 2.62					<u>(4)</u> 02/24/2011	Common Stock 10,000
	\$ 2.69					<u>(5)</u> 01/24/2012	40,000

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 2.97

02/26/2007

A

30,000

(6)

02/26/2013

Common
Stock

30,000

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

02/27/2007

**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 commencing 2/9/02, subject to acceleration in the event certain conditions are met.
- (2) Exercisable in annual increments of 4,250 shares commencing 2/10/04.
- (3) Exercisable in annual increments of 4,250 shares commencing 3/10/05.
- (4) Exercisable in annual increments of 2,500 shares commencing 2/24/06.
- (5) Exercisable in annual increments of 10,000 shares commencing 1/24/07.
- (6) Exercisable in annual increments of 7,500 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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