

CRAWFORD JEANNE C  
 Form 4  
 January 26, 2006

**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 \*  
**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)

01/24/2006

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)  
 Vice President-Human Resources

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 40,670  | D  |                                   |
| 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)

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**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)       | \$ 0.55  |                                      |  |                                |   | <u>(1)</u>   | 12/13/2007  | Common Stock | 40,000                     |
| Employee Stock Option (Right to Buy)       | \$ 0.47  |                                      |  |                                |   | <u>(2)</u>   | 02/21/2008  | Common Stock | 15,000                     |
| Employee Stock Option (Right to Buy)       | \$ 0.39  |                                      |  |                                |   | <u>(3)</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>(4)</u>   | 03/10/2014  | Common Stock | 15,000                     |
| Employee Stock Option (Right to Buy)       | \$ 2.27  |                                      |  |                                |   | <u>(5)</u>   | 12/15/2010  | Common Stock | 20,000                     |
| Employee Stock Option (Right to Buy)       | \$ 2.62  |                                      |  |                                |   | <u>(6)</u>   | 02/24/2011  | Common Stock | 7,500                      |

Buy)

Employee

Stock

Option

(Right to

Buy)

\$ 2.69

01/24/2006

A

30,000

(7)

01/24/2012

Common  
Stock

30,000

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| CRAWFORD JEANNE C<br>3600 AMERICAN BOULEVARD WEST<br>SUITE 560<br>MINNEAPOLIS, MN 55431 |               |           | Vice President-Human Resources |       |

## Signatures

/s/ Jeanne C.

Crawford

01/26/2006

\*\*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 four annual increments of 10,000 shares each, commencing 12/13/02.
- (2) Exercisable in four annual increments of 3,750 shares each, commencing 2/21/03.
- (3) Exercisable in four annual increments of 3,750 shares each, commencing 2/10/04.
- (4) Exercisable in four annual increments of 3,750 shares each, commencing 3/10/05.
- (5) Exercisable in four annual increments of 5,000 shares each, commencing 12/15/05.
- (6) Exercisable in four annual increments of 1,875 shares each, commencing 2/24/06.
- (7) Exercisable in four annual increments of 7,500 shares each, commencing 1/24/07.

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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