

CRAWFORD JEANNE C

Form 4

January 26, 2006

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Vice President-Human Resources

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)
Common Stock				(A) or (D)	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.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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	\$ 2.62							<u>(6)</u>	02/24/2011	Common Stock	7,500

Buy)

Employee

Stock

Option

\$ 2.69

01/24/2006

A

30,000

(7)

01/24/2012

Common  
Stock

30,000

(Right to

Buy)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

CRAWFORD JEANNE C

3600 AMERICAN BOULEVARD WEST

SUITE 560

MINNEAPOLIS, MN 55431

Vice President-Human Resources

## Signatures

/s/ Jeanne C.

01/26/2006

Crawford

\_\_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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