

Ellis John F
Form 4
June 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
Ellis John F

(Last) (First) (Middle)

2221 HOMESTEAD LANE

(Street)

PLANO, TX 75025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2009

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)

Chief Information Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/03/2009 | | S | 1,300 D | \$ 4.66 | 233,171 | D |
| Common Stock | 06/03/2009 | | S | 100 D | \$ 4.65 | 233,071 | D |
| Common Stock | 06/03/2009 | | S | 100 D | \$ 4.61 | 232,971 | D |
| Common Stock | 06/03/2009 | | S | 5,500 D | \$ 4.6 | 227,471 | D |
| Common Stock | 06/03/2009 | | S | 500 D | \$ 4.59 | 226,971 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------------------------------------|---|
| Common Stock | 06/03/2009 | S | 100 | D | \$ 4.54 | 226,871 | D |
| Common Stock | 06/03/2009 | S | 800 | D | \$ 4.53 | 226,071 | D |
| Common Stock | 06/03/2009 | S | 1,300 | D | \$ 4.5218 | 224,771 | D |
| Common Stock | 06/03/2009 | S | 300 | D | \$ 4.52 | 224,471 | D |
| Common Stock | 06/04/2009 | S | 1,500 | D | \$ 4.6026 | 222,971 | D |
| Common Stock | 06/04/2009 | S | 1,000 | D | \$ 4.6 | 221,971 ⁽¹⁾ <u>(2)</u> | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Price or Amount of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Employee Stock Option (Right to Buy) | \$ 5.94 | | | | | <u>(3)</u> | 02/26/2013 | Common Stock | 7,500 |
| Employee Stock Option (Right to Buy) | \$ 5.22 | | | | | <u>(4)</u> | 02/26/2014 | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ellis John F 2221 HOMESTEAD LANE PLANO, TX 75025 | | | Chief Information Officer | |

Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for John F. Ellis pursuant to Power of Attorney previously filed.

06/05/2009

__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) Includes 2,535 shares of restricted stock granted under the 2007 Equity Incentive Plan, which shares vest in 25% increments on each of 2/26/10, 2/26/11, 2/26/12 and 2/26/13.
- (2) Includes 29,719 shares of restricted stock, previously reported on 6/1/07, which shares vest in whole or in part at the time of completion of the Company's 2009 annual audit, subject to the achievement of performance objectives.
- (3) Exercisable in annual increments of 1,875 shares commencing 2/26/08.
- (4) 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.