

Ellis John F  
Form 4  
June 10, 2009

**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 \*  
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)  
06/08/2009

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)

Chief Information Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 06/08/2009                           |  | S                              | 1,900 D \$ 4.55   | 220,071   | D  |  |
| Common Stock                    | 06/09/2009                           |  | S                              | 600 D \$ 4.67   | 219,471   | D  |  |
| Common Stock                    | 06/09/2009                           |  | S                              | 1,000 D \$ 4.6701   | 218,471   | D  |  |
| Common Stock                    | 06/09/2009                           |  | S                              | 600 D \$ 4.61   | 217,871   | D  |  |
| Common Stock                    | 06/09/2009                           |  | S                              | 2,500 D \$ 4.6  | 215,371   | D  |  |

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|              |            |   |       |   |         |                                      |   |
|--------------|------------|---|-------|---|---------|--------------------------------------|---|
| Common Stock | 06/09/2009 | S | 1,000 | D | \$ 4.58 | 214,371                              | D |
| Common Stock | 06/09/2009 | S | 600   | D | \$ 4.55 | 213,771                              | D |
| Common Stock | 06/09/2009 | S | 200   | D | \$ 4.51 | 213,571                              | D |
| Common Stock | 06/09/2009 | S | 2,300 | D | \$ 4.5  | 211,271                              | D |
| Common Stock | 06/10/2009 | S | 1,200 | D | \$ 4.55 | 210,071                              | D |
| Common Stock | 06/10/2009 | S | 986   | D | \$ 4.58 | 209,085                              | D |
| Common Stock | 06/10/2009 | S | 100   | D | \$ 4.59 | 208,985 <sup>(1)</sup><br><u>(2)</u> | D |

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

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(9-02)

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

(Right to Buy)

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Ellis John F<br>2221 HOMESTEAD LANE<br>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.

06/10/2009

\_\_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.