

CRAWFORD JEANNE C

Form 4

February 15, 2005

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRAWFORD JEANNE C

2. Issuer Name **and** Ticker or Trading
Symbol
HEALTH FITNESS CORP /MN/
[HFIT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3600 AMERICAN BOULEVARD
WEST, SUITE 560

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2004

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice President-Human Resources

(Street)
MINNEAPOLIS, MN 55431

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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. 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) Code V Amount (D) Price | | | |
| Common Stock | | | | | 52,670 | 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 |
| Incentive 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 | 12/15/2004 | | A | | 20,000 | | <u>(5)</u> | 12/15/2010 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owners | |

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Director 10% Owner Officer

Other

CRAWFORD JEANNE C
3600 AMERICAN BOULEVARD WEST
SUITE 560
MINNEAPOLIS, MN 55431

Vice President-Human Resources

Signatures

Jeanne C.
Crawford 02/14/2005

Signature of Date
Reporting Person

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 10,000 shares each, commencing 12/13/02.
- (2) Exercisable in annual increments of 3,750 shares each, commencing 2/21/03.
- (3) Exercisable in annual increments of 3,750 shares each, commencing 2/10/04.
- (4) Exercisable in annual increments of 3,750 shares each, commencing 3/10/05.
- (5) Exercisable in annual increments of 5,000 shares each, commencing 12/15/05.

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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