

Health Fitness Corp /MN/  
 Form 4  
 February 28, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HURT DAVE**

(Last) (First) (Middle)

1650 WEST 82ND STREET, SUITE 1100

(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)  
 02/26/2008

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)  
 VP Acct Services-Fitness Mgmt

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)
Common Stock				(A) or (D) Price	78,397 <sup>(1)</sup>	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)**

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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)	\$ 0.39					<u>(2)</u> 02/10/2009	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 2.07					<u>(3)</u> 03/10/2014	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 2.81					<u>(4)</u> 02/04/2011	Common Stock 7,500
Employee Stock Option (Right to Buy)	\$ 2.69					<u>(5)</u> 01/24/2012	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 2.97					<u>(6)</u> 02/26/2013	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 2.61	02/26/2008		A	15,000	<u>(7)</u> 02/26/2014	Common Stock 15,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

HURT DAVE  
1650 WEST 82ND STREET  
SUITE 1100  
MINNEAPOLIS, MN 55431

VP Acct  
Services-Fitness  
Mgmt

## Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for David T. Hurt pursuant to Power of Attorney previously filed

02/28/2008

\_\_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 63,397 shares granted under the 2007 Equity Incentive Plan, 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.
- (2) Exercisable in annual increments of 3,750 shares commencing 2/10/04.
- (3) Exercisable in annual increments of 1,875 shares commencing 3/10/05.
- (4) Exercisable in annual increments of 1,875 shares commencing 2/4/06.
- (5) Exercisable in annual increments of 5,000 shares commencing 1/24/07.
- (6) Exercisable in annual increments of 3,750 shares commencing 2/26/08.
- (7) Exercisable in annual increments of 3,750 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.

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