Edgar Filing: Health Fitness Corp /MN/ - Form 4

orp /MN/																
1								OMB AF	PROVAL							
Check this box if no longer subject to STATEMENT OF CHANGE								OMB Number:	3235-0287							
									Expires: January 31 2005 Estimated average burden hours per response 0.5							
-	7(a) of the l	Public Ut	ility Hold	ing Com	pany	Act of	1935 or Section									
onses)																
SHEFFERT MARK W (Last) (First) (Middle) 3. Date of (Month/Da 80 SOUTH EIGHTH STREET 02/25/20 (Street) 4. If Amen			mbol ealth Fitness Corp /MN/ [FIT] Date of Earliest Transaction fonth/Day/Year) /25/2010 If Amendment, Date Original				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u>X</u> Director Officer (give title 10% Owner Other (specify below)									
											6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
											S, MN 5540)2				
							(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Acq	uired, Disposed of	, or Beneficial	ly Owned
.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I)								
/25/2010			Code V U		or (D)	Price \$ 8.78	(Instr. 3 and 4)	D								
	x STATE Filed pr Section 17 n onses) ss of Reportin ARK W (First) HTH STRE (Street) S, MN 5540 (State) Fransaction Day/Yea	UNITED STATES X STATEMENT OI Filed pursuant to S Section 17(a) of the I 30(h) onses) ss of Reporting Person * ARK W (First) (Middle) HTH STREET (Street) S, MN 55402 (State) (Zip) Fransaction Date 2A. Deer onth/Day/Year) Execution any (Month/I	UNITED STATES SECUR Was STATEMENT OF CHAN Filed pursuant to Section 14 Section 17(a) of the Public Ut 30(h) of the In onses) ss of Reporting Person [*] 2. Issuer ARK W Symbol Health H (First) (Middle) 3. Date of (Month/D HTH STREET 02/25/20 (Street) 4. If Ame Filed(Mon S, MN 55402 (State) (Zip) Table fransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)	UNITED STATES SECURITIES AT Washington, STATEMENT OF CHANGES IN I SECURE Filed pursuant to Section 16(a) of the Section 17(a) of the Public Utility Hold 30(h) of the Investment of 30(h) of the Investment of Max 2005 Section 17(a) of the Public Utility Hold 30(h) of the Investment of 30(h) of the Investment of 30(h) of the Investment of Section 17(a) of the Public Utility Hold 30(h) of the Investment of 30(h) of the Investment of 30(h) of the Investment of Section 17(a) of the Public Utility Hold Section 17(a) of the Investment of Section 17(a) of the Investment	UNITED STATES SECURITIES AND EXC Washington, D.C. 205 STATEMENT OF CHANGES IN BENEFIC SECURITIES Filed pursuant to Section 16(a) of the Securiti Section 17(a) of the Public Utility Holding Com 30(h) of the Investment Company 30(h) of the Investment Company onses) Store Reporting Person [*] Suser Name and Ticker or To Symbol Health Fitness Corp /MN/ (First) (Middle) A RK W Symbol Health Fitness Corp /MN/ (First) (Middle) A RK W Symbol Health Fitness Corp /MN/ (First) (Middle) A Date of Earliest Transaction (Month/Day/Year) (Street) Table I - Non-Derivative S (State) (Zip) Table I - Non-Derivative S Gode (Instr. 3, 4) (Month/Day/Year) (Instr. 8)	UNITED STATES SECURITIES AND EXCHAN Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL SECURITIES Filed pursuant to Section 16(a) of the Securities Ex Section 17(a) of the Public Utility Holding Company (a) 30(h) of the Investment Company Act onses) ss of Reporting Person 2. Issuer Name and Ticker or Trading ARK W Symbol Health Fitness Corp /MN/ [FIT] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) HTH STREET 02/25/2010 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) S, MN 55402 (State) (Zip) Table I - Non-Derivative Securit Fransaction Date 2A. Deemed 3. 4. Securities Ac onth/Day/Year) Execution Date, if Transaction(A) or Disposed any Code (Instr. 3, 4 and 5 (Month/Day/Year) (Instr. 8)	UNITED STATES SECURITIES AND EXCHANGE O Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchang Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 194 onses) ss of Reporting Person [*] 2. Issuer Name and Ticker or Trading Symbol Health Fitness Corp /MN/ [FIT] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) HTH STREET 02/25/2010 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) S, MN 55402 (State) (Zip) Table I - Non-Derivative Securities Acquired onth/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 anses) Ss of Reporting Person 1 Sugrey Symbol Health Fitness Corp /MN/ [FIT] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) A. Is mendment, Date Original Filed(Month/Day/Year) A. If Amendment, Date Original Filed(Month/Day/Year) S. A. Securities Acquired S. Amount of Securities Acquired Other Securities Acquired S. Amount of Securities Beneficially Owned (A) Transaction(A) or Disposed of (D) Securities Beneficially Owned (A) Transaction(S) (Instr. 3) (A. Deemed S. Amount (D) Price (A. Deemed S. Amount (D) Price	OMB Af UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Expires: 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 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Fublic Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Fublic Utility Holding Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 1940 Symbol Issuer NRK W Symbol Health Fitness Corp /MN/ [FIT] Check all applicable (First) Middle) 3. Date of Earliest Transaction (Month/Day/Year)							

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 displays a currently valid OMB control number.

 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. Transactie Code (Instr. 8)	5. Number on f 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. I Der Sec (In:
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 3.1	02/25/2010		D	7,500	<u>(1)</u>	05/16/2010	Common Stock	7,500	\$
Stock Option (Right to Buy)	\$ 5.1	02/25/2010		D	7,500	<u>(1)</u>	05/16/2011	Common Stock	7,500	\$
Stock Option (Right to Buy)	\$ 3.9	02/25/2010		D	7,500	<u>(1)</u>	05/16/2012	Common Stock	7,500	\$
Stock Option (Right to Buy)	\$ 5.66	02/25/2010		D	7,500	<u>(1)</u>	05/16/2013	Common Stock	7,500	\$
Stock Option (Right to Buy)	\$ 4.3	02/25/2010		D	7,500	<u>(1)</u>	05/29/2014	Common Stock	7,500	\$
Stock Option (Right to Buy)	\$ 4.24	02/25/2010		D	7,500	<u>(1)</u>	05/27/2015	Common Stock	7,500	\$

Edgar Filing: Health Fitness Corp /MN/ - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o when runner mutuess	Director	10% Owner	Officer	Other		
SHEFFERT MARK W 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	Х					

Signatures

/s/ Wesley W. Winnekins as Attorney-In-Fact for Mark W. Sheffert pursuant to Power of 02/26/2010 Attorney previously filed

**Signature of 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).
- This option was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the (1) option and the market value of the underlying FIT common stock on the effective date of the merger (\$8.78 per share).

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.

Date