

CRAWFORD JEANNE C
 Form 4
 February 25, 2005

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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2005

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

MINNEAPOLIS, MN 55431

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (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.

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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 | | | | | (1) 12/13/2007 | | Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 0.47 | | | | | (2) 02/21/2008 | | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 0.39 | | | | | (3) 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 | | | | | (4) 03/10/2014 | | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 2.27 | | | | | (5) 12/15/2010 | | Common Stock | 20,000 |
| Employee Stock Option | \$ 2.62 | 02/24/2005 | | A | 7,500 | (6) 02/24/2011 | | Common Stock | 7,500 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRAWFORD JEANNE C 3600 AMERICAN BOULEVARD WEST SUITE 560 MINNEAPOLIS, MN 55431 | | | Vice President-Human Resources | |

Signatures

Wesley W. Winnekins for Jeanne C. Crawford pursuant to Power of Attorney previously filed 02/25/2005

__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) 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.
- (6) Exercisable in annual increments of 1,875 shares each, commencing 2/24/06

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.