

Health Fitness Corp /MN/  
Form 4  
March 01, 2010

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Penn John C.

(Last) (First) (Middle)

650 N. MAIN STREET, #204

(Street)

STILLWATER, MN 55082

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Health Fitness Corp /MN/ [FIT]

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

02/25/2010

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)

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                    | 02/25/2010                           |                                                    | U                              | 35,500                                                            | D                                                                                             | \$ 8.78                                                  | 0                                 | D |

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Filing<br>Date of<br>Derivative<br>Security<br>(Instr. 3) |                                        |    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------|----|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                                        | Amount<br>or<br>Number<br>of<br>Shares |    |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 3.1                                                                | 02/25/2010                              |                                                             | D                                       | 7,500                                                                                                           | <u>(1)</u>                                                     | 05/16/2010                                                          | Common<br>Stock                                              | 7,500                                  | \$ |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 5.1                                                                | 02/25/2010                              |                                                             | D                                       | 7,500                                                                                                           | <u>(1)</u>                                                     | 05/16/2011                                                          | Common<br>Stock                                              | 7,500                                  | \$ |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 3.9                                                                | 02/25/2010                              |                                                             | D                                       | 7,500                                                                                                           | <u>(1)</u>                                                     | 05/16/2012                                                          | Common<br>Stock                                              | 7,500                                  | \$ |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 5.66                                                               | 02/25/2010                              |                                                             | D                                       | 7,500                                                                                                           | <u>(1)</u>                                                     | 05/16/2013                                                          | Common<br>Stock                                              | 7,500                                  | \$ |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.3                                                                | 02/25/2010                              |                                                             | D                                       | 7,500                                                                                                           | <u>(1)</u>                                                     | 05/29/2014                                                          | Common<br>Stock                                              | 7,500                                  | \$ |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.24                                                               | 02/25/2010                              |                                                             | D                                       | 7,500                                                                                                           | <u>(1)</u>                                                     | 05/27/2015                                                          | Common<br>Stock                                              | 7,500                                  | \$ |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                    | Director      | 10% Owner | Officer | Other |
| Penn John C.<br>650 N. MAIN STREET<br>#204<br>STILLWATER, MN 55082 | X             |           |         |       |

## Signatures

/s/ Wesley W. Winnekins as Attorney-In-Fact for John C. Penn pursuant to Power of Attorney previously filed

02/26/2010

\_\_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) This option was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the 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.

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