

Meacham Katherine
 Form 4
 December 07, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Meacham Katherine

2. Issuer Name and Ticker or Trading Symbol
 Health Fitness Corp /MN/ [FIT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2237 DELTA WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Acct Services-Health Mgmt

KNOXVILLE, TN 37919
 (City) (State) (Zip)

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

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	12/07/2009		M	V Amount (D) \$ 2.5	51,940	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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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)	\$ 2.5	12/07/2009		M	15,600	<u>(1)</u>	12/08/2009	Common Stock	15,600
Employee Stock Option (Right to Buy)	\$ 5.62					<u>(2)</u>	02/04/2011	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 5.24					<u>(3)</u>	02/24/2011	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 5.38					<u>(4)</u>	01/24/2012	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 5.94					<u>(5)</u>	02/26/2013	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 5.22					<u>(6)</u>	02/26/2014	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Meacham Katherine
2237 DELTA WAY
KNOXVILLE, TN 37919

VP Acct Services-Health Mgmt

Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for Katherine Meacham pursuant to
Power-of-Attorney filed herewith.

12/07/2009

__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 5,000 shares commencing 12/8/04.
- (2) Exercisable in annual increments of 937 shares commencing 2/4/06.
- (3) Exercisable in annual increments of 937 shares commencing 2/24/06.
- (4) Exercisable in annual increments of 2,500 shares commencing 1/24/07.
- (5) Exercisable in annual increments of 1,875 shares commencing 2/26/08.
- (6) Exercisable in annual increments of 1,875 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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