

NOYCE JERRY V
Form 4
February 25, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
NOYCE JERRY V

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 BLVD.
WEST, SUITE 560
(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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)
Common Stock				(A) or (D) Price	29,686 ⁽⁵⁾	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 Number Shares
Employee Stock Option (Right to Buy)	\$ 0.2969					<u>(1)</u> 11/30/2006		Common Stock	250,000
Employee Stock Option (Right to Buy)	\$ 0.95					08/01/2001 08/01/2011		Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 0.95					12/31/2001 08/01/2011		Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 0.47					<u>(2)</u> 02/21/2008		Common Stock	82,000
Employee Stock Option (Right to Buy)	\$ 0.39					<u>(3)</u> 02/21/2009		Common Stock	82,000
Employee Stock Option (Right to Buy)	\$ 1.25					12/08/2003 12/08/2009		Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 2.07					<u>(4)</u> 03/10/2014		Common Stock	80,000
Employee Stock	\$ 2.62	02/24/2005		A	40,000	<u>(6)</u> 02/24/2011		Common Stock	40,000

