

Health Fitness Corp /MN/  
Form 4  
June 01, 2006

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PENN JOHN C

(Last) (First) (Middle)

854 NINE MILE COVE

(Street)

HOPKINS, MN 55343

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/31/2006

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	05/31/2006		P	Amount (A) or (D) 4,000 A	\$ 1.97 24,000	D	
Common Stock	05/31/2006		P	Amount (A) or (D) 500 A	\$ 1.9 24,500	D	
Common Stock	05/31/2006		P	Amount (A) or (D) 500 A	\$ 1.87 25,000	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  
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SEC 1474  
(9-02)

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

**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)	8. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 0.65					05/08/2001	05/07/2007	Common Stock
								12,000
Stock Option (Right to Buy)	\$ 0.6					05/16/2002	05/16/2008	Common Stock
								12,000
Stock Option (Right to Buy)	\$ 0.5					05/16/2003	05/16/2009	Common Stock
								12,000
Stock Option (Right to Buy)	\$ 1.55					05/16/2004	05/16/2010	Common Stock
								15,000
Stock Option (Right to Buy)	\$ 2.55					05/16/2005	05/16/2011	Common Stock
								15,000
Stock Option (Right to Buy)	\$ 1.95					05/16/2006	05/16/2012	Common Stock
								15,000

## Reporting Owners

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

PENN JOHN C  
854 NINE MILE COVE  
HOPKINS, MN 55343

## Signatures

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

06/01/2006

\_\_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).

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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