

Keller Linda Hall
 Form 4
 April 27, 2009

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

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 *
 Keller Linda Hall

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)
 3620 EILEEN STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/24/2009

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

ORONO, MN 55359
 (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)
Common Stock	04/24/2009		M	6,000 A	\$ 1 28,000 ⁽¹⁾	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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: Keller Linda Hall - Form 4

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. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1 ⁽²⁾	04/24/2009		M		6,000	05/16/2003 05/16/2009	Common Stock	6,000 ⁽²⁾
Stock Option (Right to Buy)	\$ 3.1 ⁽³⁾						05/16/2004 05/16/2010	Common Stock	7,500 ⁽³⁾
Stock Option (Right to Buy)	\$ 5.1 ⁽⁴⁾						05/16/2005 05/16/2011	Common Stock	7,500 ⁽⁴⁾
Stock Option (Right to Buy)	\$ 3.9 ⁽⁵⁾						05/16/2006 05/16/2012	Common Stock	7,500 ⁽⁵⁾
Stock Option (Right to Buy)	\$ 5.66 ⁽⁶⁾						05/16/2007 05/16/2013	Common Stock	7,500 ⁽⁶⁾
Stock Option (Right to Buy)	\$ 4.3 ⁽⁷⁾						05/29/2008 05/29/2014	Common Stock	7,500 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keller Linda Hall 3620 EILEEN STREET ORONO, MN 55359	X			

Signatures

/s/ Wesley W. Winnekins as Attorney-In-Fact for Linda Hall Keller pursuant to Power of Attorney previously filed

04/27/2009

__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) On 10/6/08, the Company completed a one-for-two reverse stock split. All common stock amounts and exercise prices in the filing relating to securities acquired prior to 10/6/08 have been adjusted to reflect the one-for-two stock split.
- (2) This option was previously reported as covering 12,000 shares at an exercise price of \$.50, but was adjusted to reflect the stock split that occurred on 10/6/08.
- (3) This option was previously reported as covering 15,000 shares at an exercise price of \$1.55, but was adjusted to reflect the stock split that occurred on 10/6/08.
- (4) This option was previously reported as covering 15,000 shares at an exercise price of \$2.55, but was adjusted to reflect the stock split that occurred on 10/6/08.
- (5) This option was previously reported as covering 15,000 shares at an exercise price of \$1.95, but was adjusted to reflect the stock split that occurred on 10/6/08.
- (6) This option was previously reported as covering 15,000 shares at an exercise price of \$2.83, but was adjusted to reflect the stock split that occurred on 10/6/08.
- (7) This option was previously reported as covering 15,000 shares at an exercise price of \$2.15, but was adjusted to reflect the stock split that occurred on 10/6/08.

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.