

NARUM JAMES A  
Form 4  
January 26, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
NARUM JAMES A

(Last) (First) (Middle)  
3600 AMERICAN BLVD.  
WEST, SUITE 560  
(Street)

MINNEAPOLIS, MN 55431

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/24/2006

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)  
Corp. VP of Operations- Health

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                    |                                      |  |                                |   | 90,538  | 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)       | \$ 0.31  |                                      |  |                                |   | 04/09/2001   | 11/01/2005  | Common Stock | 60,000                     |
| Employee Stock Option (Right to Buy)       | \$ 0.47  |                                      |  |                                |   | <u>(1)</u>   | 02/21/2008  | Common Stock | 11,250                     |
| Employee Stock Option (Right to Buy)       | \$ 0.39  |                                      |  |                                |   | <u>(2)</u>   | 02/10/2009  | Common Stock | 7,500                      |
| Employee Stock Option (Right to Buy)       | \$ 2.07  |                                      |  |                                |   | <u>(3)</u>   | 03/10/2014  | Common Stock | 7,500                      |
| Employee Stock Option (Right to Buy)       | \$ 2.81  |                                      |  |                                |   | <u>(4)</u>   | 02/04/2011  | Common Stock | 7,500                      |
| Employee Stock Option (Right to Buy)       | \$ 2.69  | 01/24/2006                           |  | A                              | 20,000  | <u>(5)</u>   | 01/24/2012  | Common Stock | 20,000                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

NARUM JAMES A  
3600 AMERICAN BLVD. WEST  
SUITE 560  
MINNEAPOLIS, MN 55431

Corp. VP of  
Operations-  
Health

## Signatures

/s/ Wesley W. Winnekins for James A. Narum pursuant to Power of Attorney previously  
filed

01/26/2006

\_\_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).
- (1) Original option (15,000 shares): Exercisable in annual increments of 3,750 shares each, commencing 2/21/03.
- (2) Original option (15,000 shares): Exercisable in annual increments of 3,750 shares each, commencing 2/10/04.
- (3) Original option (7,500 shares): Exercisable in annual increments of 2,500 shares each, commencing 3/10/05.
- (4) Original option (7,500 shares): Exercisable in annual increments of 1,875 shares each, commencing 2/4/06.
- (5) Original option (20,000 shares): Exercisable in annual increments of 5,000 shares each, commencing 1/24/07.

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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