

MARZEC ROBERT J

Form 4

March 01, 2010

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARZEC ROBERT J

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)

36 PARK LANE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2010

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

(Street)

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

MINNEAPOLIS, MN 55416

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2010		G	V 1,200 D \$ 0	26,300	D	
Common Stock	02/19/2010		G	V 3,500 D \$ 0	22,800	D	
Common Stock	02/19/2010		G	V 3,500 A \$ 0	3,500	I	By children in trust
Common Stock	02/25/2010		U	22,800 D \$ 8.78	0	D	
Common Stock	02/25/2010		U	3,500 D \$ 8.78	0	I	By children in

trust

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)

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. I
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 4.8	02/25/2010		D		7,500	(1) 05/18/2011	Common Stock 7,500 \$
Stock Option (Right to Buy)	\$ 3.64	02/25/2010		D		7,500	(1) 05/18/2012	Common Stock 7,500 \$
Stock Option (Right to Buy)	\$ 5.6	02/25/2010		D		7,500	(1) 05/18/2013	Common Stock 7,500 \$
Stock Option (Right to Buy)	\$ 4.3	02/25/2010		D		7,500	(1) 05/29/2014	Common Stock 7,500 \$
Stock Option (Right to Buy)	\$ 4.24	02/25/2010		D		7,500	(1) 05/27/2015	Common Stock 7,500 \$

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

MARZEC ROBERT J  
36 PARK LANE  
MINNEAPOLIS, MN 55416

X

## Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for Robert J. Marzec pursuant to Power of Attorney previously filed

02/26/2010

\_\_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) This option was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the market value of the underlying FIT common stock on the effective date of the merger (\$8.78 per share).

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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