

SEETHALER MICHAEL R

Form 4

January 26, 2006

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

OMB APPROVAL

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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 *
SEETHALER MICHAEL R

(Last) (First) (Middle)

6130 QUINWOOD LANE NORTH
 #3307

(Street)

PLYMOUTH, MN 55442

(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)

Natl VP Business Development

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 1.25						<u>(1)</u>	12/08/2009	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 2.81						<u>(2)</u>	02/04/2011	Common Stock	7,500	
Employee Stock Option (Right to Buy)	\$ 2.62						<u>(3)</u>	02/24/2011	Common Stock	7,500	
Employee Stock Option (Right to Buy)	\$ 2.69	01/24/2006	A		20,000		<u>(4)</u>	01/24/2012	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEETHALER MICHAEL R 6130 QUINWOOD LANE NORTH #3307 PLYMOUTH, MN 55442			Natl VP Business Development	
/s/ Wesley W. Winnekins for Michael R. Seethaler pursuant to Power of Attorney filed previously				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) Exercisable in annual increments of 10,000 shares commencing 12/8/04.

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- (2) Exercisable in annual increments of 1,875 shares commencing 2/4/06.
- (3) Exercisable in annual increments of 1,875 shares commencing 2/24/06.
- (4) Exercisable in annual increments of 5,000 shares 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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