Health Fitness Corp /MN/ Form 5 February 14, 2008

FORM	15							OMB A	PPROVAL		
_	UNITED S			ΓΙΕS AND EXCHANGE COMMISSION					3235-0362		
5 obligations may continue. See Instruction			Washington, D.C. 20549 ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 19					Expires:	January 31,		
								Estimated a burden hou response	urs per		
1(b). Form 3 H Reported Form 4 Transaction Reported	oldings Section 17(a) of the Public		g Compa	ny A	ct of	1935 or Section	on			
1. Name and Address of Reporting Person * NARUM JAMES A			2. Issuer Name and Ticker or Trading Symbol Health Fitness Corp /MN/ [HFIT]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	(Mont	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify				
1650 WEST STREET,Â	Γ 82ND SUITE 1100						below) Former C	below) orp VP of Oper	ations		
	(Street)		mendment, Date (Month/Day/Year)	Original		,	6. Individual or J	oint/Group Rep			
MINNEAP	OLIS, MN 554	31					_X_ Form Filed by Form Filed by Person	One Reporting P More than One R			
(City)	(State) (Z	Zip) T	able I - Non-Deri	vative Sec	uritie	s Acqu	ired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I)			
				(A) or Amount (D) Prior		Price	of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Stock	Â	Â	Â	Â	Â	Â	101,013 (1)	D	Â		
	port on a separate line ficially owned directly		contained in	n this for	m are	not re	llection of info equired to resp alid OMB contro	ond unless	SEC 2270 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
					(A) (D)				Shares		
					(4) (1)				SHales		

of D

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
NARUM JAMES A 1650 WEST 82ND STREET SUITE 1100 MINNEAPOLIS, MN 55431	Â	Â	Former Corp VP of Operations	Â			

Signatures

/s/ James A.
Narum

**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) Reflects the corrected number of shares held as of Reporting Person's last date of employment.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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