

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2001-02-02**  
SEC Accession No. **0000072971-01-000004**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### HEALTH FITNESS CORP /MN/

CIK: **886432** | IRS No.: **411580506** | State of Incorporation: **MN** | Fiscal Year End: **1231**  
Type: **SC 13G** | Act: **34** | File No.: **005-46567** | Film No.: **1523052**  
SIC: **8090** Misc health & allied services, nec

Mailing Address  
3500 WEST 80TH STREET  
BLOOMINGTON MN 55431

Business Address  
3500 W 80TH ST  
STE 130  
BLOOMINGTON MN 55431  
6128316830

### FILED BY

#### WELLS FARGO & CO/MN

CIK: **72971** | IRS No.: **410449260** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G**  
SIC: **6021** National commercial banks

Mailing Address  
NORWEST CENTER  
SIXTH & MARQUETTE  
MINNEAPOLIS MN 55479

Business Address  
420 MONTGOMERY ST  
SIXTH & MARQUETTE  
SAN FRANCISCO CA 94163  
6126671234

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Health Fitness Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

42217V102  
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a  
reporting person's initial filing on this form with respect to  
the subject class of securities, and for any subsequent amendment  
containing information which would alter the disclosures provided  
in a prior cover page.

The information required in the remainder of this cover page  
shall not be deemed to be "filed" for the purpose of Section 18  
of the Securities Exchange Act of 1934 ("Act") or otherwise  
subject to the liabilities of that section of the Act but shall  
be subject to all other provisions of the Act (however, see the  
Notes).

13G

CUSIP NO. 42217V102

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Wells Fargo & Company  
Tax Identification No. 41-0449260

- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

- 3) SEC USE ONLY

- 4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		981,473
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		0
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		940,473
PERSON	(8)	SHARED DISPOSITIVE POWER
WITH		0

- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
981,473

- 10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.1%

- 12) TYPE OF REPORTING PERSON

HC

13G

CUSIP NO. 42217V102

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Wells Fargo Bank Minnesota, N.A.  
Tax Identification No. 94-1347393

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		981,473
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		0
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		940,473
PERSON	(8)	SHARED DISPOSITIVE POWER
WITH		0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
981,473

10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.1%

12) TYPE OF REPORTING PERSON

BK

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

DISCLAIMER: Information in this Schedule 13G is provided solely for the purpose of complying with Sections 13(d) and 13(g) of the Act and regulations promulgated thereunder, and is not to be construed as an admission that Wells Fargo & Company or any of its subsidiaries is the beneficial owner of the securities covered by this Schedule 13G for any purpose whatsoever.

Item 1(a) Name of Issuer:

Health Fitness Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

3500 West 80th Street, Suite 130

Item 2(a) Name of Person Filing:

1. Wells Fargo & Company
2. Wells Fargo Bank Minnesota, N.A.

Item 2(b) Address of Principal Business Office:

1. Wells Fargo & Company  
420 Montgomery Street  
San Francisco, CA 94104
2. Wells Fargo Bank Minnesota, N.A.  
Wells Fargo Center  
Sixth Street and Marquette Avenue  
Minneapolis, MN 55479

Item 2(c) Citizenship:

1. Wells Fargo & Company: Delaware
2. Wells Fargo Bank Minnesota, N.A.: United States

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

42217V102

Item 3 The person filing is a:

1. Wells Fargo & Company: Parent Holding Company in accordance with 240.13d-1(b)(1)(ii)(G)
2. Wells Fargo Bank Minnesota, N.A.: Bank as defined in Section 3(a)(6) of the Act

Item 4 Ownership:

See Items 5-11 of each cover page.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be beneficial owners of more than five percent of the class of securities, check the following [ ].

Item 6 Ownership of More than Five Percent on Behalf of

Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

See Attachment A.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: February 1, 2001

WELLS FARGO & COMPANY

By: /s/ Laurel A. Holschuh  
Laurel A. Holschuh, Senior Vice President  
and Secretary

AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G to which this Agreement is attached shall be filed by Wells Fargo

& Company on its own behalf and on behalf of Wells Fargo Bank  
Minnesota, N.A.

Dated: February 1, 2001

WELLS FARGO & COMPANY

By: /s/ Laurel A. Holschuh  
Laurel A. Holschuh, Senior Vice President  
and Secretary

WELLS FARGO BANK MINNESOTA, N.A.

By: /s/ Carol Warner  
Carol Warner, Vice President

ATTACHMENT A

The Schedule 13G to which this attachment is appended is filed by  
Wells Fargo & Company on behalf of the following subsidiaries:

Wells Fargo Bank Minnesota, N.A. (1)

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(1) Classified as a bank in accordance with Regulation 13d-  
1(b) (1) (ii) (B) .