

HMN FINANCIAL INC  
Form 4  
March 06, 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 \*  
JORGENSEN DWAIN C

(Last) (First) (Middle)  
4315 ARBOR LN NW  
(Street)

ROCHESTER, MN 55901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HMN FINANCIAL INC [HMNF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 (A) or (D) Price			
COMMON STOCK	03/03/2006		S	1,278 D \$ 32.5	35,539 <sup>(1)</sup>	D	
COMMON STOCK	03/02/2006		S	424 D \$ 32.5	36,817 <sup>(1)</sup>	D	
COMMON STOCK					1,877	I	SPOUSE MARCIA JORGENSEN
COMMON STOCK					14,225 <sup>(2)</sup>	I	ESOP ALLOCATION
COMMON STOCK					3,937 <sup>(3)</sup>	I	401(K)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares
OPTION TO BUY	\$ 16.13					04/16/2010 04/15/2012	COMMON STOCK	102
OPTION TO BUY	\$ 16.13					04/16/2011 04/15/2012	COMMON STOCK	6,199
OPTION TO BUY	\$ 16.13					01/01/2012 04/15/2012	COMMON STOCK	6,199
OPTION TO BUY	\$ 27.66					03/03/2005 03/03/2014	COMMON STOCK	1,194
OPTION TO BUY	\$ 27.66					03/03/2006 03/03/2014	COMMON STOCK	1,193
OPTION TO BUY	\$ 27.66					03/03/2007 03/03/2014	COMMON STOCK	1,193

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JORGENSEN DWAIN C 4315 ARBOR LN NW ROCHESTER, MN 55901			SENIOR VICE PRESIDENT	

## Signatures

DWAIN

JORGENSEN

03/06/2006

\_\_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) Running total of shares following each sale.
- (2) Number of shares shown for ESOP holding includes allocation for the year ended Dec 31, 2005.
- (3) Number of shares shown for 401(k) holdings reflect automatic purchases within the plan during 2005.

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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