

JORGENSEN DWAIN C
 Form 4
 January 28, 2010

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 *
 JORGENSEN DWAIN C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1016 CIVIC CENTER DR NW
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/26/2010

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

SENIOR VICE PRESIDENT

ROCHESTER, MN 55901

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| COMMON STOCK | 11/17/2009 | | W | 300 A \$ 0 | 45,095 ⁽¹⁾ | D | |
| COMMON STOCK | 01/25/2010 | | A | 3,055 A \$ 0 | 48,150 ⁽¹⁾ | D | |
| COMMON STOCK | | | | | 2,150 | I | SPOUSE MARCIA JORGENSEN |
| COMMON STOCK | | | | | 17,151 ⁽²⁾ | I | ESOP ALLOCATION |
| COMMON STOCK | | | | | 5,200 ⁽³⁾ | I | 401(K) |

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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.

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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 1016 CIVIC CENTER DR NW ROCHESTER, MN 55901 | | | SENIOR VICE PRESIDENT | |

Signatures

/s/ JON EBERLE BY POWER OF ATTORNEY FOR DWAIN
JORGENSEN

01/28/2010

__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) Running total of shares following each transaction.
 - (2) Number of shares shown for ESOP holding includes allocation for the year ended Dec 31, 2008.
 - (3) Number of shares shown for 401(k) holdings reflect automatic purchases within the plan during 2008.

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