

JORGENSEN DWAIN C
 Form 5/A
 March 06, 2009

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

Director 10% Owner
 Officer (give title below) Other (specify below)
SENIOR VICE PRESIDENT

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/17/2009

6. Individual or Joint/Group Reporting (check applicable line)

ROCHESTER, MN 55901

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | Â | Â | Â | Â | Â | Â | 37,047 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,150 | I | Spouse Marcia Jorgensen |
| Common Stock | Â | Â | Â | Â | Â | Â | 17,151 | I | ESOP Allocation |
| Common Stock | Â | Â | Â | Â | Â | Â | 5,200 | 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 | Â | Â | Â | Â Â | 04/16/2010 04/15/2012 | Common Stock | 102 |
| Option to Buy | \$ 16.13 | Â | Â | Â | Â Â | 04/16/2011 04/15/2012 | Common Stock | 6,199 |
| Option to Buy | \$ 16.13 | Â | Â | Â | Â Â | 01/01/2012 04/15/2012 | Common Stock | 6,199 |
| Option to Buy | \$ 27.66 | Â | Â | Â | Â Â | 03/03/2005 03/03/2014 | Common Stock | 1,194 |
| Option to Buy | \$ 27.66 | Â | Â | Â | Â Â | 03/03/2006 03/03/2014 | Common Stock | 1,193 |
| Option to Buy | \$ 27.66 | Â | Â | Â | Â Â | 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 | Â | Â | Â SENIOR VICE PRESIDENT | Â |

Signatures

Jon Eberle for Dwain Jorgensen by Power of Attorney
03/05/2009

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).

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