

HMN FINANCIAL INC  
Form 8-K  
January 28, 2010  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **January 25, 2010**

**HMN Financial, Inc.**

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| <b>Delaware</b>                                   | <b>0-24100</b>              | <b>41-1777397</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

**1016 Civic Center Drive Northwest**

**PO Box 6057**

|  |                   |
|--|-------------------|
| <b>Rochester, Minnesota</b>              | <b>55903-6057</b> |
| (Address of principal executive offices) | (Zip Code)        |

Registrant's telephone number, including area code **(507) 535-1200**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 2.02. Results of Operations and Financial Condition.**

On January 25, 2010, HMN Financial, Inc. (the “Company”) issued a press release that included financial information for its quarter and year ended December 31, 2009. A copy of the press release is attached as Exhibit 99 to this Form 8-K and incorporated by reference into this Item 2.02. The information included in the press release is to be considered filed under the Securities Exchange Act of 1934, as amended.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

2010 Restricted Stock Incentive Plan

On January 26, 2010 the Compensation Committee approved a restricted stock incentive plan for Bradley Krehbiel, the Company’s Principal Executive Officer. A description of the plan is filed as Exhibit 10 hereto and incorporate herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

| <u>Exhibit Number</u> | <u>Description</u>                                  |
|-----------------------|---|
| 10                    | Description of Bradley Krehbiel 2010 Incentive Plan |
| 99                    | Press release dated January 25, 2010                |

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HMN**  
**Financial, Inc.**  
(Registrant)

Date: January 28, 2010 /s/ *Jon Eberle*

Jon Eberle  
Senior Vice  
President,  
Chief Financial  
Officer and  
Treasurer