

HMN FINANCIAL INC  
Form 8-K  
February 23, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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):

February 22, 2005

HMN Financial, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-24100

41-1777397

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1016 Civic Center Drive Northwest, PO Box  
6057, Rochester, Minnesota

55903-6057

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(507) 535-1200

Not Applicable

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))



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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective February 22, 2005, our Board of Directors made a technical amendment to Article I, Section 4 of our By-laws to modify the quorum requirements for a stockholder meeting to make them consistent with our Certificate of Incorporation. A copy of our amended and restated By-laws is attached hereto and incorporated herein by reference.

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

3 By-laws

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**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.

*February 23, 2005*

*By: Jon J. Eberle*

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*Name: Jon J. Eberle  
Title: Senior Vice President, Chief Financial Officer and  
Treasurer*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3	Bylaws