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HMN FINANCIAL INC Form 5 February 10, 2012 FORM 5

PLAN

Common

Stock

OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person ^{*} 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HMN FINANCIAL INC Symbol EMPLOYEE STOCK OWNERSHIP HMN FINANCIAL INC [HMNF] (Check all applicable) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner ___X__ Other (specify Officer (give title (Month/Day/Year) below) below) 12/31/2011 ESOP Trustee 1016 CIVIC CENTER DRIVE NW (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ROCHESTER, MNÂ 55901 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 8) of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4)

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

12/31/2011

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Persons who respond to the collection of information **SEC 2270** contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

(2)

401,452 (1)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Amount

24,317

(1)

(D)

D

Price

\$0

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HMN FINANCIAL INC EMPLOYEE STOCK OWNERSHIP PLAN 1016 CIVIC CENTER DRIVE NW ROCHESTER, MN 55901	Â	Â	Â	ESOP Trustee		

Signatures

/s/ Dawn Goestenkors, 02/10/2012 Trustee

**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) Reflects allocation to vested employees for the period ending 12/31/2011.
- (2) Only reflects shares held in the unallocated account of the ESOP. Does not include 339,991 shares that have been allocated to participants who have voting power over their shares.

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