

FOSSEEN DWAYNE
Form 4
February 13, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
FOSSEEN DWAYNE

(Last) (First) (Middle)

PO BOX 343, 206 MAY ST

(Street)

RADCLIFFE, IA 50230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MIRENCO INC [MREO.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
C.E.O.

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 8,220,565 | D | |
| Common Stock | | | | | 1,200 | I | Daughter |
| Common Stock | | | | | 2,000 | I | Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Stock Options (Right to Buy) | \$ 0.1562 | 02/13/2006 | | A | 1,000 | 02/13/2006 01/31/2014 | Common Stock 1,000 |
| Warrants to Purchase Stock | \$ 0.15 | | | | | 12/31/2005 08/08/1988 ⁽¹⁾ | Common Stock 340,000 |
| Stock Options (Right to Buy) | \$ 0.3125 | | | | | 09/09/2005 01/31/2014 | Common Stock 1,000 |
| Stock Options (Right to Buy) | \$ 0.25 | | | | | 05/09/2005 01/31/2014 | Common Stock 1,000 |
| Stock Options (Right to Buy) | \$ 0.28 | | | | | 03/22/2005 01/31/2014 | Common Stock 1,000 |
| Warrants to Purchase Stock | \$ 0.2 | | | | | 12/16/2004 06/30/2006 | Common Stock 12,000 |
| Stock Options (Right to Buy) | \$ 0.375 | | | | | 12/16/2004 01/31/2014 | Common Stock 1,000 |
| Stock Options (Right to Buy) | \$ 0.375 | | | | | 12/03/2004 01/31/2014 | Common Stock 1,000 |

| | | | | | |
|------------------------------|-----------|------------|---------------------------|--------------|-----------|
| Warrants to Purchase Stock | \$ 0.25 | 08/04/2004 | 08/08/1988 ⁽¹⁾ | Common Stock | 1,000,000 |
| Stock Options (Right to Buy) | \$ 0.375 | 08/27/2004 | 01/31/2014 | Common Stock | 1,000,000 |
| Stock Options (Right to Buy) | \$ 0.5 | 06/28/2004 | 01/31/2014 | Common Stock | 1,000,000 |
| Stock Options (Right to Buy) | \$ 0.6325 | 04/14/2004 | 01/31/2014 | Common Stock | 250,000 |
| Stock Options (Right to Buy) | \$ 0.29 | 12/28/1998 | 12/28/2008 | Common Stock | 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FOSSEEN DWAYNE PO BOX 343 206 MAY ST RADCLIFFE, IA 50230 | | | C.E.O. | |

Signatures

/s/Dwayne Fosse
02/13/2006

**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) Warrants Have No Expiration Date

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.