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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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)
			Code	V	Amount	(A) or (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	1,00
Warrants to Purchase Stock	$ 0.15							12/31/2005	08/08/1988[(1)]	Common Stock	340,0
Stock Options (Right to Buy)	$ 0.3125							09/09/2005	01/31/2014	Common Stock	1,00
Stock Options (Right to Buy)	$ 0.25							05/09/2005	01/31/2014	Common Stock	1,00
Stock Options (Right to Buy)	$ 0.28							03/22/2005	01/31/2014	Common Stock	1,00
Warrants to Purchase Stock	$ 0.2							12/16/2004	06/30/2006	Common Stock	12,00
Stock Options (Right to Buy)	$ 0.375							12/16/2004	01/31/2014	Common Stock	1,00
Stock Options (Right to Buy)	$ 0.375							12/03/2004	01/31/2014	Common Stock	1,00

Warrants to Purchase Stock	$ 0.25		08/04/2004	08/08/1988[(1)]	Common Stock	1,000,0
Stock Options (Right to Buy)	$ 0.375		08/27/2004	01/31/2014	Common Stock	1,00
Stock Options (Right to Buy)	$ 0.5		06/28/2004	01/31/2014	Common Stock	1,00
Stock Options (Right to Buy)	$ 0.6325		04/14/2004	01/31/2014	Common Stock	250
Stock Options (Right to Buy)	$ 0.29		12/28/1998	12/28/2008	Common Stock	36,00

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 Fosseen	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.
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