

FOSSEEN DWAYNE  
Form 4  
June 06, 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)  
05/31/2006

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/31/2006	06/05/2006	S	2,500 D \$ 0.37	8,211,995	D	
Common Stock	05/01/2006	05/04/2006	S	3,070 D \$ 0.37	8,214,495	D	
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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SEC 1474 (9-02)

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 or Number of Shares
Stock Options (Right to Buy)	\$ 0.375					05/15/2006 01/31/2014	Common Stock 1,000
Stock Options (Right to Buy)	\$ 0.275					03/16/2006 01/31/2014	Common Stock 1,000
Stock Options (Right to Buy)	\$ 0.1562					02/13/2006 01/31/2014	Common Stock 1,000
Warrants to Purchase Stock	\$ 0.15					12/31/2005 08/08/1988 <sup>(1)</sup>	Common Stock 370,000
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	\$ 0.2					12/16/2004 03/17/2007	Common Stock 12,000

Purchase Stock						
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 <sup>(1)</sup>	Common Stock	1,000,000	
Stock Options (Right to Buy)	\$ 0.375	08/27/2004	01/31/2014	Common Stock	1,000	
Stock Options (Right to Buy)	\$ 0.5	06/28/2004	01/31/2014	Common Stock	1,000	
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	36,000	

## 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  
Fosseen 06/06/2006

\*\*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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