

FOSSEEN DWAYNE

Form 4

October 13, 2006

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

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

OMB APPROVAL

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(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)
10/12/2006

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 ____ Other (specify
below) 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)		
Common Stock	10/12/2006		P	12,000	A	\$ 0.12	8,198,945	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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information contained in this form are not
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SEC 1474
(9-02)

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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
Warrants to Purchase Stock	\$ 0.2	10/12/2006		C	12,000	12/16/2004	03/17/2007	Common Stock	12,000
Stock Options (Right to Buy)	\$ 0.2625					09/13/2006	01/31/2014	Common Stock	1,000
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 ⁽¹⁾	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	\$ 0.28					03/22/2005	01/31/2014	Common Stock	1,000

(Right to
Buy)

Stock

Options
(Right to
Buy)

\$ 0.375

12/16/2004

01/31/2014

Common
Stock

1,0

Stock

Options
(Right to
Buy)

\$ 0.375

12/03/2004

01/31/2014

Common
Stock

1,0

Warrants
to
Purchase
Stock

\$ 0.25

08/04/2004

08/08/1988⁽¹⁾Common
Stock

1,000

Stock

Options
(Right to
Buy)

\$ 0.375

08/27/2004

01/31/2014

Common
Stock

1,0

Stock

Options
(Right to
Buy)

\$ 0.5

06/28/2004

01/31/2014

Common
Stock

1,0

Stock

Options
(Right to
Buy)

\$ 0.6325

04/14/2004

01/31/2014

Common
Stock

25

Stock

Options
(Right to
Buy)

\$ 0.29

12/28/1998

12/28/2008

Common
Stock

36,0

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

10/13/2006

**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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