

HMN FINANCIAL INC
 Form 4
 November 21, 2002
 FORM 4

OMB
 APPROVAL

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

OMB Number:
 3235-0287

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

Expires: January
 31, 2005

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

Estimated
 average burden
 hours per
 response. . . . 0.5

(Print or Type
 Responses)

| | | | |
|---|--|--|---|
| 1. Name and Address of Reporting Person* Jorgensen Dwain C (Last) (First) (Middle) | 2. Issuer Name and Ticker or Trading Symbol HMN Financial, Inc. / HMNF | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Senior Vice President</u> |
| | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year November 20, 2002 | |
| 1016 Civic Center Drive NW (Street) Rochester MN 55901 | 5. If Amendment, Date of Original (Month/Day/Year) | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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| (City) (State) (Zip) | 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 Transactions(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 | 11/20/02 | | P | | 420 | A | \$16.739 | 20,756 | D | |
| Common Stock | 11/20/02 | | P | | 200 | A | \$16.74 | 1,877 | I | Spouse Marcia Jorgensen |
| Common Stock | | | | | | | | 10,708 # | I | ESOP Allocation |
| Common Stock | | | | | | | | 3,058 * | I | 401(k) |
| | | | | | | | | | | |
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Number of ESOP shares is adjusted for a reallocation within the plan.
 * Number of shares reported in 401(k) is estimated based on cash value of individual's account and stock price at 12/31/01.

| 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. |
| | | | | | | | | | |

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| | | | | Disposed of (D) (Instr. 3, 4 and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|---------------|---------|--|--|-------------------------------------|-----------|------------------|-----------------|-------|----------------------------|--|--|
| | | | | Code | V (A) (D) | | | | | | |
| Option to Buy | \$9.21 | | | | | | | | | | |
| Option to Buy | \$16.13 | | | | | | | | | | |
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Explanation of Responses:

Reflects the grant of options to purchase shares of restricted stock under the HMN Financial, Inc. 1995 Stock Option and Incentive Plan.

^Reflects the grant of options to purchase shares of restricted stock under the HMN Financial, Inc. 2001 Omnibus Stock Plan. The options accelerate vesting provided HMN's ROE for 2002 equals or exceeds 11%.

/s/ Dwain C. Jorgensen

November 21, 2002

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure

