

FOSSEEN DWAYNE

Form 4

March 05, 2008

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

OMB
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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]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2008

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)
CEO

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) (A) or (D) Code V Amount Price	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					8,428,445	D	
Commons 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
Stock Options (Right to Buy)	\$ 0.16	03/05/2008		A		2,000		03/04/2008	01/31/2014	Common Stock	2,000
Stock Options (Right to Buy)	\$ 0.2125							05/07/2007	01/31/2014	Common Stock	1,000
Stock Options (Right to Buy)	\$ 0.25							02/16/2007	01/31/2014	Common Stock	1,000
Convertible Preferred Stock	<u>(1)</u>							<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	17,500
Stock Options (Right to Buy)	\$ 0.2625							09/13/2006	01/31/2014	Common Stock	1,000
Stock Options	\$ 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	\$ 0.15							12/31/2005	<u>(3)</u>	Common Stock	370,000
Stock Options	\$ 0.3125							09/09/2005	01/31/2014	Common Stock	1,000

(Right to Buy)

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
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	<u>(3)</u>	Common Stock	1,000
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	04/14/2001	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			CEO	

206 MAY ST
RADCLIFFE, IA 50230

Signatures

Dwayne L.

03/05/2008

Fosseen

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) 1 Security converts to Common Stock on a one to five basis. Convertible Preferred Stock is convertible at any time at the holder's election before the call date 12/31/2011.
 - (2) 2 Security is callable by the issuing company, with 6% interest paid on value of \$1 per share, if not converted by 12/31/2011. Company has option to call by 12/31/2009, after due notice is given.
 - (3) 3 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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