

WILLIAMS DONALD D  
Form 4  
February 21, 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 \*  
**WILLIAMS DONALD D**

(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)  
**02/16/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V Amount (D) Price			
Common Stock	02/16/2006		P	8,400 A \$ 0.15	398,700	D	

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 0.1562	02/13/2006		A		1,000		02/13/2006	01/31/2014	Common Stock	1,000
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
Stock Options (Right to Buy)	\$ 0.375							12/16/2004	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)	\$ 0.4375							06/18/2004	01/31/2014	Common Stock	1,000
Stock Options (Right to Buy)	\$ 0.8125							06/18/2004	01/31/2014	Common Stock	1,000
Stock Options (Right to Buy)	\$ 0.9375							06/18/2004	01/31/2014	Common Stock	1,000
Stock Options (Right to Buy)	\$ 0.9375							01/01/2004	03/31/2010	Common Stock	1,000
Stock Options (Right to Buy)	\$ 0.625							01/01/2004	03/31/2010	Common Stock	1,000
Stock Options (Right to Buy)	\$ 0.75							01/01/2004	03/31/2010	Common Stock	1,000
Stock Options (Right to Buy)	\$ 0.5							01/01/2004	03/31/2010	Common Stock	1,000
Stock Options (Right to Buy)	\$ 0.375							08/27/2004	01/31/2014	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS DONALD D PO BOX 343 206 MAY ST RADCLIFFE, IA 50230	X			

## Signatures

/s/Donald D Williams	02/21/2006
**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).

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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