

Edgar Filing: POHLAD JAMES O - Form SC 13D/A

POHLAD JAMES O
Form SC 13D/A
December 07, 2001

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

HMN Financial, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

40424G108000

(CUSIP Number)

Craig F. Miller, Esq.
Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, New York 10004
212-859-8108

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 5, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 4024G109000

13D

1 NAME OF REPORTING PERSON/
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

James O. Pohlada

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH 0

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 4024G108000

13D

1 NAME OF REPORTING PERSON/
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert C. Pohlad

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH 0

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 4024G108000

13D

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1 NAME OF REPORTING PERSON/
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William M. Pohlad

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH 0

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) []
EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 4024G108000

13D

1 NAME OF REPORTING PERSON/

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S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Texas Financial Bancorporation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

MN

NUMBER OF 7 SOLE VOTING POWER
SHARES 0
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY EACH
REPORTING 9 SOLE DISPOSITIVE POWER
PERSON WITH 0
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) []
EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 1 to the Schedule 13D filed on April 24, 1998, relates to shares of common stock, \$0.01 par value (the "Common Stock"), of HMN Financial, Inc., a Delaware corporation (the "Issuer").

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ITEM 1. SECURITY AND ISSUER

Unchanged.

ITEM 2. IDENTITY AND BACKGROUND

Item 2(a), (b), and (c) are amended to read as follows;

(a), (b) and (c). This statement is being filed by James O. Pohlada, Robert C. Pohlada, William M. Pohlada, each an individual and a United States citizen, with his business address at 60 South Sixth Street #3800, Minneapolis, MN 55402, and by Texas Financial Bancorporation, Inc., a Minnesota corporation ("Texas Financial") (each a "Reporting Person"), with its principal office located at 60 South Sixth Street, #3800, Minneapolis, MN 55402. James O. Pohlada's principal occupation is as Executive Vice President and Director of Marquette Bancshares, Inc. Robert C. Pohlada is Vice Chairman and Chief Executive Officer of PepsiAmericas, Inc. (formerly Whitman Corporation), a Pepsi-Cola bottling company, which is located at 60 South Sixth Street, Suite 3880, Minneapolis, MN 55402. William M. Pohlada is principally employed as the President and Chief Executive Officer of the River Road Entertainment, LLC, a media production company located at 60 South Sixth Street, Suite 4050, Minneapolis, MN 55402. The principal business of Texas Financial is that of a bank holding company engaged, through subsidiaries, in the banking industry.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Unchanged.

ITEM 4. PURPOSE OF TRANSACTION

Unchanged.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is amended in its entirety as follows;

(a) James O. Pohlada, Robert C. Pohlada, William M. Pohlada and Texas Financial each owns 0 shares of Common Stock, which represents 0% of the outstanding shares of Common Stock. As a group, the Reporting Persons in the aggregate own 0 shares, which represents 0% of the outstanding shares of Common Stock.

(b) Not Applicable.

(c) On December 5, 2001, the Reporting Persons sold all 449,999 shares of Common Stock beneficially owned over the NASDAQ National Market for \$15 per share of Common Stock. James O. Pohlada received \$1,874,985 for his 124,999 shares of Common Stock, Robert C. Pohlada received \$1,874,985 for his 124,999 shares of Common Stock, William M. Pohlada received \$1,875,015 for his 125,001 shares of Common Stock, and Texas Financial received \$1,125,000 for its 75,000 shares of Common Stock.

(d) Not Applicable.

(e) Not Applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS

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WITH RESPECT TO SECURITIES OF THE ISSUER

Unchanged.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Unchanged.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 7, 2001

/s/ James O. Pohlada

Signature James O. Pohlada

Date: December 7, 2001

/s/ Robert C. Pohlada

Signature Robert C. Pohlada

Date: December 7, 2001

/s/ William M. Pohlada

Signature William M. Pohlada

Date: December 7, 2001

By: /s/ Jay L. Kim

Name: Jay L. Kim

Title: Vice President

SCHEDULE I
DIRECTORS, EXECUTIVE OFFICERS AND SHAREHOLDERS OF
TEXAS FINANCIAL BANCORPORATION, INC.

The name, business address, present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of the directors, executive officer and shareholders of Texas Financial Bancorporation, Inc. is set forth below.

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Directors and Executive Officers:

NAME	POSITION WITH TEXAS FINANCIAL	PRESENT PRINCIPAL OCCUPATION AND ADDRESS	
Christopher E. Clouser	Director	Executive Vice President and Chief Marketing Officer Burger King Corporation 17777 Old Cutler Road Miami, FL 33157	17 Mi
Albert J. Colianni, Jr.	Director, Executive Vice President and Chief Operating Officer	Executive Vice President and Chief Operating Officer Marquette Bancshares, Inc. 60 South Sixth Street # 3800 Minneapolis, MN 55402	60 Mi
John H. Dasburg	Director	President and Chief Executive Officer Burger King Corporation 17777 Old Cutler Road Miami, FL 33157	17 Mi
Stephen J. Hemsley	Director	President and Chief Operating Officer UnitedHealth Group 9900 Bren Road East Minnetonka, MN 55343	99 Mi
Thomas A. Herbst	Director and Executive Vice President	Executive Vice President Marquette Bancshares, Inc. 60 South Sixth Street # 3800 Minneapolis, MN 55402	60 Mi
Jay L. Kim	Senior Vice President	Senior Vice President and General Counsel Marquette Bancshares, Inc. 60 South Sixth Street # 3700 Minneapolis, MN 55402	60 Mi
William P. McKnight	Senior Vice President	Senior Vice President Marquette Bancshares, Inc. 60 South Sixth Street # 3800 Minneapolis, MN 55402	16 Bl
Janice Ozzello Wilcox	Senior Vice President and Chief Financial Officer	Senior Vice President and C.F.O. Marquette Bancshares, Inc. 60 South Sixth Street # 3800 Minneapolis, MN 55402	60 Mi
C.N. Papadopoulos, M.D.	Director	President Delta Troy, Inc. 3939 Hartsdale Drive Houston, TX 77063	39 Ho

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Carl R. Pohlada	Director	Director and President Marquette Bancshares, Inc. 60 South Sixth Street #3800 Minneapolis, MN 55042	60 Mi
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James O. Pohlada	Director and President	Director and Executive Vice President Marquette Bancshares, Inc. 60 South Sixth Street # 3800 Minneapolis, MN 55402	60 Mi
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Shareholders:

Carl R. Pohlada, Trustee of the Revocable Trust of Carl R. Pohlada Created U/A dated 6/28/91, as Amended		Director and President Marquette Bancshares, Inc. 60 South Sixth Street # 3800 Minneapolis, MN 55402	60 Mi
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Eloise O. Pohlada, Trustee of the Revocable Trust of Eloise O. Pohlada U/A dated 6/28/91, as Amended		Retired	60 Mi
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James O. Pohlada		See Schedule 13D	
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Robert C. Pohlada		See Schedule 13D	
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William M. Pohlada		See Schedule 13D	
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