

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **2013-01-23** | Period of Report: **2012-10-31**
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FILER

MEMBERS MUTUAL FUNDS

CIK: [1040612](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1031**
Type: **24F-2NT** | Act: **33** | File No.: [333-29511](#) | Film No.: **13542472**

Mailing Address
*550 SCIENCE DRIVE
MADISON WI 53711*

Business Address
*550 SCIENCE DRIVE
MADISON WI 53711
6082740300*

FORM 24f-2

**Annual Notice of Securities Sold
 Pursuant to Rule 24f-2**

OMB Approval	
OMB Number:	3235-0456
Expires:	December 31, 2014
Estimated average burden hours per response.....	2

1. Name and address of issuer:

MEMBERS Mutual
 Funds
 550 Science Drive
 Madison, WI 53711

2. The name of each series of class of securities for which this Form is filed (If the Form is being filed for all series and classes of the issuer, check the box but do not list series or classes):

X

Fund name: _____

3. Investment Company Act File Number: 811-08261

Securities Act File Number : 333-29511

4(a). Last Day of Fiscal Year for which this Form is filed: October 31, 2012

4(b). Check box if this Form is being filed late (i.e., more than 90 calendar days after the end of the issuer's fiscal year).

4(c). Check box if this is the last time the issuer will be filing this Form.

5. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24 (f): \$ 247,987,911

(ii) Aggregate sale price of securities redeemed or repurchased during the fiscal year: \$ 335,669,580

(iii) Aggregate price of securities redeemed or repurchased during any *prior* fiscal year ending no earlier than October 11, 1995 that were not previously used to reduce registration fees payable to the Commission: \$ 133,697,931

(iv) Total available redemption credits [add Items 5(ii) and 5(iii)]: - \$ 469,367,511

(v) Net Sales:		\$	-
(vi) Redemption credits available for use in future years:	\$ (221,379,600)		
(vii) Multiplier for determining registration fee:	x		0.0001364
(viii) Registration Fee Due:		=	<u><u>\$0.00</u></u>

6. Prepaid Shares

If the response to Item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 as in effect before October 11, 1997, then report the amount of securities (number of shares or other units) deducted here:

_____ -

If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here:

_____ -

7. Interest due -- if this Form is being filed more than 90 days after the end of the issuer's fiscal year:

+ \$ _____ -

8. Total amount of the registration fee due plus any interest due [line 5(viii) plus line 7]:

\$ _____ -

9. Date the registration fee and any interest payment was sent to the Commission's lockbox depository:

Method of Delivery:

Wire Transfer

Mail or other means

SIGNATURES

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the date indicated.

By (Signature and Title)*: _____

/s/ Holly Baggot, Secretary

Date: 1/23/2013

* Please print or type the name and title of the signing officer below the signature.

