SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

| | Estimated average burden | |
|---|--------------------------|-----|
| l | hours per response: | 0.5 |

| 1. Name and Address of Reporting Person [*] FLOOD DOUGLAS | 2. Issuer Name and Ticker or Trading Symbol <u>MERCURY COMPUTER SYSTEMS INC</u> [MRCY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) |
|---|--|---|
| (Last) (First) (Middle) 4 CONSTITUTION DRIVE | 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2007 | VP, Corporate Development |
| (Street) SOUTHBOROUGH MA 01772 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (City) (State) (Zip) | erivative Securities Acquired, Disposed of, or Benefi | cially Owned |

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) | | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|------|---|----------------------|---------------|--------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 06/05/2007 | | A | | 4,286 ⁽¹⁾ | Α | \$0.00 | 22,004 | D | |

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. Transa Code (8) | | 5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. 3 and 5) | tive ties ed sed 3, 4 | Expiration Date (Month/Day/Year) d | | e Amount of ar) Securities | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|---|-----------------------------------|--|--------------------|-------------------------------|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option (Right to buy) | \$13.07 | 06/05/2007 | | А | | 7,500 | | 06/05/2008 ⁽²⁾ | 06/05/2017 | Common | 7,500 | \$0.00 ⁽³⁾ | 7,500 | D | |

Explanation of Responses:

1. These shares of restricted stock vest in three equal installments commencing June 5, 2008

2. This option vests in four equal installments commencing on June 5, 2008.

3. Field N/A to this transaction but was completed to allow for electronic filing only.

Craig Barrows, Attorney-in-

06/07/2007

** Signature of Reporting Person Date

fact

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.