SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 1) 1/

	MERCURY		YSTEMS, INC.		
	(Name of Iss			
	Common Stock	, \$0.01 pai	r value per share		
	(Title o	r Class of	Securities)		
		589378-10			
(CUSIP Number)					
	D	ecember 31,	, 1999		
	(Date of Event Which	Requires F	-iling of this Statement)		
Check the is filed:	appropriate box to des	ignate the	rule pursuant to which this Schedule		
	[X] Rule 13d-1(b) [_] Rule 13d-1(c) [_] Rule 13d-1(d)				
person's securities alter the not be dee Exchange section of	initial filing on this s, and for any subseque disclosures provided in The information requ emed to be "filed" for Act of 1934 ("Act") or	form with the state of the stat	e shall be filled out for a reporting a respect to the subject class of at containing information which would over page. The remainder of this cover page shall se of Section 18 of the Securities subject to the liabilities of that to all other provisions of the Act		
CUSIP N	No. 589378-10-8	13G	Page 2 of 5 Pages		
1	NAMES OF REPORTING PERSONS.S. or I.R.S. IDENTIFIE	ONS			
	Memorial Drive Trust #04-2272266 Plan #001				
2	CHECK THE APPROPRIATE B (See Instructions)		MBER OF A GROUP		
	N/A	(a) [_] (b) [_]			
3	SEC USE ONLY		· · · · · · · · · · · · · · · · · · ·		
4	CITIZENSHIP OF PLACE OR				
7	Massachusetts	UNUANTERT.			
			SOLE VOTING POWER		
NUMBER			2,385,022		

SHARED VOTING POWER

SHARES

BENEFICIALLY OWNED BY			0	
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER	
			2,385,022	
WITH		8	SHARED DISPOSITIVE POWER	
			0	
9	AGGREGATE AMOUNT BENEFI	CIALLY OWN	ED BY EACH REPORTING PERSON	
	2,385,022			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
	N/A			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	11.44%			
12	TYPE OF REPORTING PERSON (See Instructions)			
	EP			

ITEM 1(a). Name of Issuer:

Mercury Computer Systems, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

199 Riverneck Road

Chelmsford, MA 01824-2820

ITEM 2(a). Name of PERSON FILING:

Memorial Drive Trust ("MDT")

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

125 CambridgePark Drive

6th Floor

Cambridge, MA 02140

ITEM 2(c). PLACE OF ORGANIZATION:

Massachusetts

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.01 par value

ITEM 2(e). CUSIP Number:

589378-10-8

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ITEM

3. If this Statement is Filed Pursuant to Rules 13d-1(b), or 13d-2(b), Check Whether the Person Filing is a:

- (a) [_] Broker or dealer registered under Section 15 of the Act.
- (b) [_] Bank as defined in Section 3(a)(6) of the Act.
- (c) [_] Insurance Company as defined in Section 3(a)(19) of the Act.
- (d) [_] Investment Company registered under Section 8 of the Investment Company Act.
- (e) [_] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (f) [X] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see 13d-1(b)(1)(ii)(F).
- (g) [_] Parent Holding Company, in accordance with Rule 13d-1(b)(1)(ii)(G); see Item 7.
- (h) [_] Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

ITEM 4. OWNERSHIP:

- (a) Amount beneficially owned: 2,385,022 shares
- (b) Percent of class: 11.44%
- (c) Number of shares as to which such person has:
- (i) Sole Power to vote or to direct the vote: 2,385,022 shares
- (ii) Shared power to vote or to direct the vote: None
- (iii) Sole power to dispose or to direct the disposition of: 2,385,022 shrs
- (iv) Shared power to dispose or to direct the disposition of: None
- ITEM 5. Ownership of Five Percent or Less of a Class:

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

TTEM 7. Identification and Classification of the Subsidiary which ACQUIRED the Security Being Reported on by the Parent Holding Company:

Not applicable.

ITEM 8. Identification and Classification of Members of the Group:

Not applicable.

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ITEM 9. Notice of Dissolution of Group:

Not applicable.

ITEM 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

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.

February 11, 2000 -----(Date)

MEMORIAL DRIVE TRUST

By: /s/ R. Schorr Berman

R. Schorr Berman Administrator and Chief Executive Officer