SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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
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hours per response: 0.5

| 1. Name and Add | 1 0 | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>MERCURY COMPUTER SYSTEMS INC</u> [MRCY] | | tionship of Reporting Per all applicable) Director Officer (give title | son(s) to Issuer 10% Owner Other (specify | | |
|--|---------------|----------------|--|------------------------|---|---|--|--|
| (Last) 5 FORBES LA | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2007 | X | below) Sr. VP, Org Dev | below) | | |
| (Street) ANDOVER (City) | MA (State) | 01810 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person | orting Person | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |

2. Transaction Date 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 3. Transaction 7. Nature of Indirect (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Beneficially (D) or Indirect Beneficial 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Reported (A) or (D) Transaction(s) (Instr. 3 and 4) Code v Amount Price 5,714(1) **Common Stock** 06/05/2007 Α A \$0.00 28,754 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. Transaction Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ve es d ed nstr. | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 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 | | 10,000 | | 06/05/2008 ⁽²⁾ | 06/05/2017 | Common | 10,000 | \$0.00 ⁽³⁾ | 10,000 | 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-fact 06/07/2007

** Signature of Reporting Person Date

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.