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
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 hours per response: 0.5

1	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol MERCURY COMPUTER SYSTEMS INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
STEELE L	<u>ee C</u>		[MRCY]	X	Director	10% Owner		
					Officer (give title	Other (specify		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)		
3 DURHAM	STREET, #2		10/21/2009					
			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filir	ng (Check Applicable		
(Street)				Line)				
BOSTON	MA	02115		X	Form filed by One Re	porting Person		
			-		Form filed by More the Person	an One Reporting		
(City)	(State)	(Zip)			Person			
		Table I - Non-Dei	ivative Securities Acquired, Disposed of, or Benef	icially	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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11311.4)
Common Stock	10/21/2009		Α		5,333 ⁽¹⁾	Α	\$0.00	17,333	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)		of		6. Date Exerci Expiration Dat (Month/Day/Ye	e	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)	\$10.41	10/21/2009		A		8,000		10/21/2009 ⁽²⁾	10/21/2016	Common	8,000	\$0.00 ⁽³⁾	8,000	D	

Explanation of Responses:

1. These shares of restricted stock vest in two equal installments on each of October 21, 2009 and 2010.

2. This option vests as to 4,000 shares on each of October 21, 2009 and 2010.

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

Alex A. Van Adzin, Attorney-10/23/2009 in-fact

** 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.