Edgar Filing: MERCURY COMPUTER SYSTEMS INC - Form 4

MERCURY COMPUTER SYSTEMS INC

Form 4

September 12, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

SKALABRIN MARK F

(First) (Middle)

175 CRANE NECK ROAD

WEST NEWBURY, MA 01985

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MERCURY COMPUTER SYSTEMS INC [MRCY]

3. Date of Earliest Transaction

(Month/Day/Year) 09/11/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

VP & GM Advanced Solutions

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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

09/11/2006

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Reported Transaction(s)

(Instr. 3 and 4) Price

\$0 A 7,500 72,044 D (1)

(A)

or

(D)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 30.063	09/11/2006		D	15,000	10/10/2001(2)	10/10/2010	Common	15,0
Employee Stock Option (right to buy)	\$ 37.15	09/11/2006		D	15,000	10/15/2002(4)	10/15/2011	Common	15,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
SKALABRIN MARK F			VP & GM				
175 CRANE NECK ROAD			Advanced				
WEST NEWBURY, MA 01985			Solutions				

Signatures

Craig Barrows, 09/12/2006 Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- On September 11, 2006, Mercury Computer Systems, Inc., cancelled, pursuant to its option exchange program, options granted to the reporting person on October 10, 2000 and October 15, 2001. In exchange the reporting person received a restricted stock award covering 7,500 shares which vests as to two-thirds of the covered shares on September 11, 2008 and one-third of the covered shares on September 11, 2009.
- (2) The cancelled option provided for vesting in four equal installments commencing on October 10, 2000. On June 20, 2005 the Company fully accelerated the vesting of this option.
- (3) Field N/A to this transaction but was completed to allow for electronic filing only.
- (4) The cancelled option provided for vesting under certain performance criteria. On June 20, 2005 the Company fully accelerated the vesting of this option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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