

KOPKO FREDERICK H JR  
Form 4  
December 01, 2004

**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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KOPKO FREDERICK H JR**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**MERCURY AIR GROUP INC**  
**[MAX]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**20 NORTH WACKER**  
**DRIVE, SUITE 2520**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/30/2004**

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

(Street)  
**CHICAGO, IL 60606**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount   | (A)<br>or<br>(D)   | Price                                   |
| Common<br>Stock                       | 11/30/2004                              |   | P                                       |   | 226,407  | A  | \$<br>3.1                               |
| Common<br>Stock                       |   |   |   |   |  |  | 1,162,815                               |
|                                       |   |   |   |   |  |  | 37,625                                  |
|                                       |   |   |   |   |  |  | I                                       |
|                                       |   |   |   |   |  |  | D <sup>(2)</sup>                        |

By CK  
Partners <sup>(1)</sup>

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  | 8. De<br>Sec<br>(In |
|---|---|---|---|---|---|--|--------------------|---|----------------------------------|---------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |                     |
| Common<br>Stock<br>Purchase<br>Option               | (3)   |   |   |   |   | (3)  | (3)                | Common<br>Stock   | 76,190<br>(3)                    |                     |
| Common<br>Stock<br>Purchase<br>Option               | \$ 10.9   |   |   |   |   | 11/07/2002   | 11/07/2011         | Common<br>Stock   | 125,000                          |                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KOPKO FREDERICK H JR<br>20 NORTH WACKER DRIVE<br>SUITE 2520<br>CHICAGO, IL 60606 | X             | X         |         |       |

## Signatures

Frederick H.  
Kopko

12/01/2004

\_\_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).
- (1) Consists of (i) 895,749 shares beneficially owned by CK Partners; (ii) 267,064 shares owned by Joseph A. Czyzyk. CK Partners holds all Shares beneficially owned by Mr Kopko and Mr. Czyzkk (the "Partners"). Pursuant to Section 7 of the Partnership Agreement of CK Partners, the Partners have agreed that the Shares shall be voted for Mr. Czyzyk and Mr. Kopko, or as designated by Mr. Czyzyk and Mr. Kopko.
- (2) Owned by Mr. Kopko but held and voted by CK Partners

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- Consisting of (i) options to acquire 7,563 shares at \$9.252 per share, exercisable as of 12/01/1994 and expire 12/01/2004,(ii)options to acquire 7,563 shares at \$14.364 exercisable as of 03/21/1997 and expire 03/21/2006,(iii) options to acquire 7,563 shares at \$11.40 exercisable as of 12/12/1997 and expire 12/12/2006,(iv)options to acquire 7,563 shares at \$11.50 exercisable as of 12/04/1998 and expire 12/04/2007,(v)options to acquire 3,438 shares at \$14.364 exercisable as of 03/21/1996 and expire 03/21/2006,(vi)options to acquire 5,000 shares at \$15.50 exercisable as of 12/02/2000 and expire 12/02/2009, (vii)options to acquire 25,000 shares at \$11.750 exercisable as of 11/01/2001 and expire 11/01/2010; (viii)options to acquire 5,000 shares at \$10.50 exercisable as of 12/14/2001 and expire 12/14/2010;and (ix)options to acquire 7,500 shares at \$10.90 exercisable as of 11/07/2002 and expire 11/07/2011.
- (4) Owned by Mr. Kopko but held by CK Partners
- (5) Consists of 125,000 shares issuable upon exercise of options owned by Mr. Joseph A. Czyzyk but held by CK Partners

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

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