

KOPKO FREDERICK H JR
Form 4
January 06, 2006

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
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(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)
01/05/2006

☒ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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
Common Stock	01/05/2006		P		26,135	A	\$ 4
					1,226,575	I	

By CK
Partners ⁽¹⁾

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

**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 control
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SEC 1474
(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4)		8. I. De Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Purchase Option	(2)					(2)	(2)	Common Stock	(2)	
Common Stock Purchase Option	\$ 10.9					11/07/2002	11/07/2011	Common Stock	125,000	

Reporting Owners

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

Signatures

Frederick H.
Kopko

01/06/2006

**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).

- Consists of (i)1,226,575 shares beneficially owned by CK Partners (the "Partners"). Pursuant to Section 7 of the Partnership Agreement of
- (1) 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) Consisting of (i) options to acquire 7,563 shares at \$9.252 per share, exercisable as of 12/1/94 and expire 12/1/04,(ii)options to acquire 7,563 shares at \$14.364 exercisable as of 3/21/97 and expire 3/21/06,(iii) options to acquire 7,563 shares at \$11.40 exercisable as of 12/12/97 and expire 12/12/06,(iv)options to acquire 7,563 shares at \$11.50 exercisable as of 12/04/98 and expire 12/4/07,(v)options to acquire 3,438 shares at \$14.364 exercisable as of 3/21/96 and expire 3/21/06,(vi)options to acquire 5,000 shares at \$15.50 exercisable as of 12/02/00 and expire 12/02/09, (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 12/14/01 and expire 12/14/10;(ix)options to acquire 7,500 shares at

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\$10.90 exercisable as of 11/07/02 and expire 11/07/11; and (x) options to acquire 7,500 shares at \$3.66 exercisable as of 2/2/05 and expire 2/2/2015.

(3) Owned by Mr. Kopko but held by CK Partners

(4) 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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