

MERCURY COMPUTER SYSTEMS INC

Form 4

August 03, 2007

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 *
FLOOD DOUGLAS

(Last) (First) (Middle)

4 CONSTITUTION DRIVE

(Street)

SOUTHBOROUGH, MA 01772

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MERCURY COMPUTER
SYSTEMS INC [MRCY]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Common Stock	08/02/2007		M	1,188 A	\$ 8.625 23,390 ⁽¹⁾	D	
Common Stock	08/02/2007		M	6,812 A	\$ 8.625 30,202	D	
Common Stock	08/02/2007		S	296 D	\$ 11.47 29,906	D	
Common Stock	08/02/2007		S	4,800 D	\$ 11.5 25,106	D	
Common Stock	08/02/2007		S	302 D	\$ 11.52 24,804	D	

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Common Stock	08/02/2007	S	400	D	\$ 11.53	24,404	D
Common Stock	08/02/2007	S	200	D	\$ 11.54	24,204	D
Common Stock	08/02/2007	S	800	D	\$ 11.55	23,404	D
Common Stock	08/02/2007	S	100	D	\$ 11.56	23,304	D
Common Stock	08/02/2007	S	1,102	D	\$ 11.57	22,202	D

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

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(9-02)

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)	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to buy)	\$ 8.625	08/02/2007		M		1,188		10/27/2004	10/27/2008	Common	1,188
Non-Qualified Stock Option (Right to buy)	\$ 8.625	08/02/2007		M		6,812		10/27/2004	10/27/2008	Common	6,812

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FLOOD DOUGLAS 4 CONSTITUTION DRIVE	VP, Corporate Development

SOUTHBOROUGH, MA 01772

Signatures

Craig Barrows,
Attorney-in-fact

08/03/2007

__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) Includes 198 shares purchased on June 29, 2007 through the Employee Stock Purchase Plan.

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

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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