

MERCURY COMPUTER SYSTEMS INC
Form 4/A
March 27, 2001

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[] Check this box if no longer subject of Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person

Mancuso, Vincent A.

(Last) (First) (Middle)

9213 Vendome Drive

(Street)

Bethesda, Maryland 20817

(City) (State) (Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

Mercury Computer Systems, Inc. ("MRCY")
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3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Year

December 2000
=====

5. If Amendment, Date of Original (Month/Year)

December 2000
=====

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6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

Vice President and Director of Government Electronics Group

7. Individual or Joint/Group Filing (Check Applicable Line)

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 (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Price |
|---------------------------------------|---|---|---|--|------------------|--------|
| | | Code | V | Amount | (A) or (D) | |
| Common Stock | 12/07/00 | S | | 1,000 | D | 36.375 |
| Common Stock | 12/11/00 | S | | 1,500 | D | 40.875 |
| Common Stock | 12/09/99 | M | | 800 | A | 7.625 |
| Common Stock | 12/09/99 | M | | 10,000 | A | 2.00 |
| Common Stock | 02/17/00 | M | | 5,000 | A | 2.00 |
| Common Stock | 06/22/00 | M | | 5,000 | A | 2.00 |

(1) Includes 2,666 shares acquired under the Mercury Computer Systems, Inc. Employee Stock Purchase Plan (the "Purchase Plan") in December 1998; 944 shares acquired under the Purchase Plan in June 1999; 483 shares acquired under the Purchase Plan in December 1999; 376 shares acquired under the Purchase Plan in June 2000 and 401 shares acquired under the Purchase Plan in December 2000.

Reminder: Report on a separate line for each class of securities beneficially

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owned directly or indirectly

FORM 4 (continued)

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. Conver- sion of Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|--|--|---|--|
| Stock Option (Right to Buy) | \$7.625 | 09/28/98 | A | 4,000 | (2) 09/28/08 | Common 4,000 |
| Stock Option (Right to Buy) | \$7.625 | 12/09/99 | M | 800 | (2) 09/28/08 | Common 800 |
| Stock Option (Right to Buy) | \$23.438 | 11/02/99 | A | 13,462 | (3) 11/02/09 | Common 13,462 |
| Stock Option (Right to Buy) | \$23.438 | 11/02/99 | A | 4,538 | (4) 11/02/09 | Common 4,538 |
| Stock Option (Right to Buy) | \$30.063 | 10/10/00 | A | 1,750 | (5) 10/10/10 | Common 1,750 |
| Stock Option (Right to Buy) | \$30.063 | 10/10/00 | A | 5,250 | (6) 10/10/10 | Common 5,250 |
| Stock Option (Right to Buy) | \$2.00 | 12/09/99 | M | 10,000 | (7) 01/27/07 | Common 10,000 |
| Stock Option (Right to Buy) | \$2.00 | 02/17/00 | M | 5,000 | (7) 01/27/07 | Common 5,000 |
| Stock Option (Right to Buy) | \$2.00 | 06/22/00 | M | 5,000 | (7) 01/27/07 | Common 5,000 |

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Explanation of Responses:

- (2) This option is exercisable as to 800 shares on each of September 28, 1999, September 28, 2002 and September 28, 2003.
- (3) This option is exercisable as to 3,152 shares on each of November 2, 2000, November 2, 2001 exercisable as to 4,006 shares on November 2, 2003.
- (4) This option is exercisable as to 1,348 shares on each of November 2, 2000, November 2, 2001 exercisable as to 494 shares on November 2, 2003.
- (5) This option is exercisable as to 1,750 shares on October 10, 2004.
- (6) This option is exercisable as to 1,750 shares on each of October 10, 2001, October 10, 2002
- (7) This option is exercisable as to 10,000 shares on each of January 27, 1998, January 27, 1999, 2001 and January 27, 2002.

/s/Vincent A. Mancuso

March , 2001

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedures.

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