

KOPKO FREDERICK H JR  
Form 4  
January 06, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/05/2006

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

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 Ownership (Instr. 4) |                               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                               |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |                               |
| Common Stock                    | 01/05/2006                           |  | P                              | A   | \$ 26,135   | 1,226,575  | I                                 | 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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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. 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<br>20 NORTH WACKER DRIVE<br>SUITE 2520<br>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).
- (1) Consists of (i) 1,226,575 shares beneficially owned by CK Partners (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) 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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