KOPKO FREDERICK H JR
Form 4
November 26, 2004

FORM 4

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

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

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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).

(Print or Type Responses)

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

(Last) (First) (Middle)

20 NORTH WACKER DRIVE, SUITE 2520

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2004

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/23/2004		P		192,400	A	$ 3.2	936,408	I	By CK Partners (1)
Common Stock								37,625	D (2)	

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

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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 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. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Purchase Option	(3)							(3)	(3)	Common Stock	76,190 (3)	
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	11/26/2004
**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) 669,342 shares benefically 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

(3) 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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