

MERCURY COMPUTER SYSTEMS INC

Form 4/A

March 27, 2001

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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).

=====  
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  
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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

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\*\*Signature of Reporting Person

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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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.