

CYZYK JOSEPH A
Form 4
November 26, 2004

FORM 4

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

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).

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 *
CZYZYK JOSEPH A

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)
8141 CABORA DRIVE
(Street)

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

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

PLAYA DEL REY, CA 90066

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 11/23/2004 | | P | V Amount \$ 192,400 (D) Price 3.3 | 706,967 | I | by CK Partners ⁽¹⁾ |
| Common Stock | | | | | 267,064 | D ⁽²⁾ | |

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

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SEC 1474 (9-02)

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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. 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 11/07/2001 | Common Stock | 125,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CZYZYK JOSEPH A 8141 CABORA DRIVE PLAYA DEL REY, CA 90066 | X | X | Chief Executive Officer | |

Signatures

Joseph A.
Czyzyk
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 beneficially owned by CK Partners, (ii) 37,625 shares beneficially owned by Frederick H. Kopko. CK Partners holds all sharees beneficially owned by Mr. Kopko and Mr. Czyzyk (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 the Partners.
- (2) Owned by Mr. Czyzyk but held and voted by CK Partners
- (3) Consisting of (i) options to acquire 7,563 shares at \$9.252 per share, exerciable as of 12/01/1994 and expire 12/01/2004,(ii)options to acquire 7,563 shares at \$14.364 exerciable as of 03/21/1997 and expire 03/21/2006,(iii) options to acquire 7,563 shares at \$11.40

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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) Owned by Mr. 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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