

CZYZYK JOSEPH A

Form 4

January 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
01/06/2006

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

PLAYA DEL REY, CA 90066

(City) (State) (Zip)

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

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)
Common Stock	01/06/2006		P	18,250 A \$ 4	1,244,825	I	by CK Partners <u>(1)</u>

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Purchase Option	(2)					(2)	(2)	common stock (2)	(2)	
Common Stock Purchase Option	\$ 10.9					11/07/2002	11/07/2002	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 01/10/2006

__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).

Consists of (i) 1,244,825 shares beneficially owned by CK Partners. CK Partners holds all Shares beneficially owned by Mr. Kopko and
(1) 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 Mr. Czyzyk and Mr. Kopko.

Consisting of (i) options to acquire 7,563 shares at \$14.364 exerciable as of 03/21/1997 and expire 03/21/2006,(ii) options to acquire 7,563 shares at \$11.40 exerciable as of 12/12/1997 and expire 12/12/2006,(iii)options to acquire 7,563 shares at \$11.50 exerciable as of 03/21/1996 and expire 12/04/1998 and expire 12/04/2007,(iv)options to acquire 3,438 shares at \$14.364 exerciable as of 03/21/1996 and expire
(2) 03/21/2006,(v)options to acquire 5,000 shares at \$15.50 exerciable as of 12/02/2000 and expire 12/02/2009, (vi)options to acquire 25,000 shares at \$11.750 exerciable as of 11/01/2001 and expire 11/01/2010; (vii)options to acquire 5,000 shares at \$10.50 exerciable as of 12/14/2001 and expire 12/14/2010;(viii)options to acquire 7,500 shares at \$10.90 exerciable as of 11/07/2002 and expire 11/07/2011; and (ix) options to acquire 7,500 shares at \$3.66 exerciable as of 02/02/05 and expire 02/02/2015.

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(3) Owned by Mr. Kopko but held by CK Partners

(4) Owned by Mr. Czyzyk but held by CFK 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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