

BATY GORDON
Form 5
August 10, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BATY GORDON

2. Issuer Name and Ticker or Trading Symbol
MERCURY COMPUTER SYSTEMS INC [MRCY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2006

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

11 CASTLE ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LEXINGTON, MA 02420

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|-----------|--|--|---|
| | | | | (A) Amount | (D) | Price | | | |
| Common Stock | 05/01/2000 | ^ | G ⁽¹⁾ | 25,000 | D | \$ 0 | 0 ⁽²⁾ | D ⁽¹⁾ ^ | |
| Common Stock | 05/01/2000 | ^ | G ⁽³⁾ | 25,000 | D | \$ 0 | 0 ⁽²⁾ | D ^ | |
| Common Stock | 04/06/2001 | ^ | S | 22,000 | D | \$ 32.688 | 0 ⁽²⁾ | D ^ | |
| Common Stock | 04/27/2001 | ^ | S | 3,000 | D | \$ 50.16 | 0 ⁽²⁾ | I By Spouse | |

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| | | | | | | | | | |
|--------------|------------|---|------------------|--------|---|------|-----------------------|---|-----------|
| Common Stock | 06/08/2001 | Â | G ⁽³⁾ | 5,000 | D | \$ 0 | 0 ⁽²⁾ | D | Â |
| Common Stock | 07/21/2004 | Â | G ⁽³⁾ | 10,000 | D | \$ 0 | 0 ⁽²⁾ | D | Â |
| Common Stock | 10/28/2005 | Â | G | 32,000 | D | \$ 0 | 56,864 ⁽⁴⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 17,000 ⁽⁵⁾ | I | By Spouse |

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. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BATY GORDON 11 CASTLE ROAD LEXINGTON, MA 02420 | Â X | Â | Â | Â |

Signatures

Craig Barrows,
Attorney-in-fact
08/10/2006

**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).

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- (1) Gift to Dr. Baty's wife resulting in a change in form of ownership from direct to indirect.
- (2) Field N/A to this transaction but was completed to allow for electronic filing only.
- (3) Gift to the Baty Family Foundation Trust; thereafter, Dr. Baty had no pecuniary interest in such shares.

Total direct ownership of Dr. Baty at June 30, 2006 includes adjustments for: (a) distribution of 2,507 shares from First Stage Limited Partnership in September 1998, resulting in a change in form of ownership from indirect to direct (First Stage subsequently disposed of all other shares of Common Stock formerly reported as indirectly owned by Dr. Baty); (b) 2-for-1 stock split with respect to the Common Stock in December 1999, resulting in the acquisition of 110,932 shares by Dr. Baty; (c) transfers by the Baty Family Foundation Trust in October 2000 (5,000 shares), October 2002 (10,000 shares) and August 2004 (10,000 shares), which were erroneously attributed to shares directly owned by Dr. Baty; and (d) the adjustments described in footnote (5).

- (4)
- (5) Total indirect ownership of Dr. Baty at June 30, 2006 includes adjustments for sales in October 2000 (2,000 shares) and January 2001 (3,000 shares) by Dr. Baty's wife, which were erroneously attributed to shares directly owned by Dr. Baty.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. 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.