

BERTELLI JAMES R
Form SC 13G/A
February 09, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),

(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(Amendment No. 1)*

MERCURY COMPUTER SYSTEMS, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

589378108

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

James R. Bertelli

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) "

(b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5. SOLE VOTING POWER

SHARES **1,105,985**

6. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

1,071,091¹

8. SHARED DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,105,985

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

x²

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.92%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN¹ Excludes 34,894 shares of restricted stock, as to which shares Mr. Bertelli has no dispositive power.² Excludes 12,400 shares held by Mr. Bertelli's spouse, as to which shares Mr. Bertelli disclaims beneficial ownership.

Item 1 (a). Name of Issuer:

Mercury Computer Systems, Inc. (the Issuer)

Item 1 (b). Address of Issuer's Principal Executive Offices:

199 Riverneck Road

Chelmsford, MA 01824

Item 2 (a). Name of Person Filing:

James R. Bertelli

Item 2 (b). Address of Principal Business Office or, if None, Residence:

Mercury Computer Systems, Inc.

199 Riverneck Road

Chelmsford, MA 01824

Item 2 (c). Citizenship:

United States

Item 2 (d). Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2 (e). CUSIP Number:

589378108

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

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Item 4. Ownership.

- (a) Amount beneficially owned: 1,105,985 shares of Common Stock, including 812,317 shares directly, 34,894 shares through restricted stock grants, and 258,774 shares through presently exercisable options, and excluding 12,400 shares held by Mr. Bertelli's spouse as to which Mr. Bertelli disclaims beneficial ownership.
- (b) Percent of class: 4.92%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,105,985
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 1,071,091 *
 - (iv) Shared power to dispose or to direct the disposition of: 0

* Excludes 34,894 shares of restricted stock, as to which shares Mr. Bertelli has no dispositive power.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 30, 2007
Date

/s/ James R. Bertelli
James R. Bertelli