

MEXCO ENERGY CORP
Form 4
November 16, 2006

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 *
GRAHAM THOMAS JR

2. Issuer Name and Ticker or Trading Symbol
MEXCO ENERGY CORP [MXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7609 GLENBROOK ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2006

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

Chairman of the Board

(Street)
BETHESDA, MD US 20814

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Mexco Energy - Common Stock ⁽¹⁾ | 11/16/2006 | | S | | 500 D \$ 6.02 | 132,500 ⁽¹⁾ | D |
| Mexco Energy - Common Stock ⁽²⁾ | 11/16/2006 | | S | | 500 D \$ 6 | 132,000 ⁽²⁾ | D |
| Mexco Energy - Common Stock | | | | | | 7,000 | I Owned by Spouse |

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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 number.

SEC 1474
(9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| GRAHAM THOMAS JR 7609 GLENBROOK ROAD BETHESDA, MD US 20814 | X | | | Chairman of the Board |

Signatures

Thomas
Graham, Jr. 11/16/2006

**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).

Direct beneficial holdings after the sale total 132,500 shares which include vested options to acquire 55,000 shares of the Registrant's
(1) Common Stock (\$0.50 par value) at the following prices: 10,000 shares @ \$7.75 per share, 10,000 shares @ \$7.50 per share, 10,000 shares @ \$5.25 per share, 10,000 shares @ \$6.75 per share, 10,000 shares @ \$6.70 per share and 5,000 shares @ \$6.17 per share.

Direct beneficial holdings after the sale total 132,000 shares which include vested options to acquire 55,000 shares of the Registrant's
(2) Common Stock (\$0.50 par value) at the following prices: 10,000 shares @ \$7.75 per share, 10,000 shares @ \$7.50 per share, 10,000 shares @ \$5.25 per share, 10,000 shares @ \$6.75 per share, 10,000 shares @ \$6.70 per share and 5,000 shares @ \$6.17 per share.

Note: File three copies of this Form, one of which must be manually signed. If space 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.