

MEXCO ENERGY CORP
Form 4
July 10, 2009

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

7609 GLENBROOK ROAD

(Street)

BETHESDA, MD US 20814

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
MXC Common Stock	07/09/2009		M	3,000 A \$ 6.17	102,500	D	
MXC Common Stock	07/09/2009		S	500 D \$ 11	102,000 ⁽¹⁾	D	
MXC Common Stock					7,000	I	owned 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)

Table with 7 columns: 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). Row 1: MXC Common Stock, \$ 6.17, 07/09/2009, M, 3,000, 09/14/2008 - 09/14/2009, Mexco Energy Common Stock, 3,000.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: GRAHAM THOMAS JR, 7609 GLENBROOK ROAD, BETHESDA, MD US 20814, Chairman of the Board.

Signatures

Thomas Graham, Jr. 07/10/2009 **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 102,000 shares which include vested options to acquire 40,000 shares of the Registrant's
(1) Common Stock (par value \$0.50) at the following prices: 10,000 shares @ \$5.25 per share; 10,000 shares @ \$6.75 per share and 20,000 shares @ \$6.70 per share.
The shares vest 1/4 each year from grant date for four consecutive years as follows: 10,000 options @ \$5.25 were granted on 3/21/2000 and expire on 3/21/2010; 10,000 options @ \$6.75 were granted on 1/23/2001 and expire on 1/23/2011; and 20,000 options @ \$6.70 were granted on 7/2/2004 and expire on 7/2/2014. All 40,000 options are vested.

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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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