

FERNANDEZ FERNANDO L

Form 4

February 05, 2010

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 *
 FERNANDEZ FERNANDO L

2. Issuer Name **and** Ticker or Trading
 Symbol
 MERRIMAC INDUSTRIES INC
 [MRM]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

2159 EL AMIGO RD

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2010

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

DELMAR, CA 92014

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/03/2010		U		3,000	D \$ 16 3,000 ⁽¹⁾	D
Common Stock	02/03/2010		D		3,000 ⁽²⁾	D \$ 16 0	D

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

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SEC 1474
 (9-02)

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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 (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. I. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options	\$ 8.95	02/03/2010		D	2,500	<u>(3)</u>	06/19/2015	Common Stock	2,500	\$
Options	\$ 9.52	02/03/2010		D	2,500	<u>(3)</u>	06/21/2016	Common Stock	2,500	\$
Options	\$ 9.78	02/03/2010		D	2,500	<u>(3)</u>	06/19/2017	Common Stock	2,500	\$
Options	\$ 5.15	02/03/2010		D	2,500	<u>(3)</u>	06/25/2018	Common Stock	2,500	\$
Options	\$ 7.82	02/03/2010		D	2,500	<u>(3)</u>	06/23/2019	Common Stock	2,500	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FERNANDEZ FERNANDO L 2159 EL AMIGO RD DELMAR, CA 92014	X

Signatures

/s/ J. Robert Patterson,
attorney-in-fact
02/05/2010

**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).
- (1) Represents shares of restricted stock that vested upon the completion of Crane Merger Co.'s tender offer for shares of the Issuer's common stock.
- (2) Represents shares of common stock that were cancelled in connection with the merger (the "Merger") of Crane Merger Co. with and into the Issuer in exchange for a cash payment of \$16.00 per share.

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- (3) These options were cancelled in connection with the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$16.00.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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