

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/03/2010 | | U | 3,000 | D \$ 16 | 3,000 ⁽¹⁾ | D |
| Common Stock | 02/03/2010 | | D | <u>3,000</u> ⁽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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 8.95 | 02/03/2010 | | D | 2,500 | ⁽³⁾ 06/19/2015 | Common Stock | 2,500 |
| Options | \$ 9.52 | 02/03/2010 | | D | 2,500 | ⁽³⁾ 06/21/2016 | Common Stock | 2,500 |
| Options | \$ 9.78 | 02/03/2010 | | D | 2,500 | ⁽³⁾ 06/19/2017 | Common Stock | 2,500 |
| Options | \$ 5.15 | 02/03/2010 | | D | 2,500 | ⁽³⁾ 06/25/2018 | Common Stock | 2,500 |
| Options | \$ 7.82 | 02/03/2010 | | D | 2,500 | ⁽³⁾ 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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