

MANSON JOSEPH L  
Form 4  
February 02, 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 \*  
MANSON JOSEPH L

2. Issuer Name and Ticker or Trading Symbol  
MESA AIR GROUP INC [MESA]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
MESA AIR GROUP, INC., 410 N. 44TH STREET, SUITE 700  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2006

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

PHOENIX, AZ 85008

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)
Mesa Common	02/01/2006		S			9,000	D	\$ 11.70	I	By Barrow Grocery
Mesa Common	02/02/2006		M			7,246	A	\$ 6.90	D	
Mesa Common	02/02/2006		S			7,246	D	\$ 12.34	D	
Mesa Common	02/01/2006		M			12,880	A	\$ 6.84 (1)	D	
Mesa Common	02/01/2006		S			12,880	D	\$ 11.74	I	By Barrow

(2)

Grocery

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.**

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(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 (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
Stock Option (Right to Buy)	\$ 6.9	02/02/2006		M	7,246	10/01/2005 04/01/2015	Mesa Common	7,246
Stock Option (Right to Buy)	\$ 8.25	02/01/2006		M	6,630	10/01/2004 04/01/2014	Mesa Common	6,630
Stock Option (Right to Buy)	\$ 5.34	02/01/2006		M	6,250	10/01/2003 04/01/2013	Mesa Common	6,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANSON JOSEPH L MESA AIR GROUP, INC. 410 N. 44TH STREET, SUITE 700 PHOENIX, AZ 85008	X			

## Signatures

/s/ Joseph  
Manson

02/02/2006

\_\_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).

- (1) Weighted Average Exercise Price
- (2) Weighted Average Selling Price

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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