MESA AIR GROUP INC

Form 4

November 22, 2002

| FORM 4 | | UNITED STA | ATES SECURITIES AND EXCHANG | GE COMMISSION | OMB APPROVAL | |
|------------------------|-----------------------|-------------------|--|----------------------------------|--------------------------------|------|
| | | | Washington, D.C. 20549 | | | _ |
| | | STATEM | ENT OF CHANGES IN BENEFICIAL | L OWNERSHIP | OMB NumberK235-0 | 287 |
| | | | | | Expires: Decen 31, 2001 | nber |
| | | | | | Estimated average burden | |
| | | | | | hours per responseH.5 | |
| | Check s box | Filed pursuant to | Section 16(a) of the Securities Exchan 17(a) of the Public Utility | ge Act of 1934, Section | | |
| if n long | 0 | Holding Company | Act of 1935 or Section 30(f) of the Ir of 1940 | nvestment Company Act | | |
| | ject tion Form | | | | | |
| 5 | Form igation | S | | | | |
| See | ruction | | | | | |
| Typ | nt or be ponses |) | | | | |
| 1. Name and Person* | d Addr | ess of Reporting | Issuer Name and Ticker or Trading Symbol | 6. Relationship of Report Issuer | rting Person to | |
| JEFF POES | SCHL | | MESA AIR GROUP, INC. - MESA | (check all applicable) | | |

| | | | Director 10% Owner | |
|--|---|--|------------------------------|--|
| (Last) (First) (Middle) 410 NORTH 44 th STREET, SUITE 700 | 3. I.R.S. Identification Number of Reporting | 4. Statement for Month/Year November 21, 2002 | X Officer (give title below) | |
| | Person, if entity (Voluntary) | | | |

| | (| | | i |
|------------------|--|------------------------|-----------------------|-----|
| Vice-President | Finance | | | |
| Other (sp | ecify below) | | | |
| | | (Street) | | |
| PHOENIX AZ | 85008 | | | |
| | | | | |
| | | | | |
| 5. If Amendme | ent, | | | |
| Date of Origina | al | | | |
| (Month/Year) | | | | |
| 7. Individual of | r Joint/Group Filing (Check Applicable | e Line) | | |
| X Form filed | l by One Reporting Person | | | |
| Form filed | by More than One Reporting Person | | | |
| (City (State) | (Zip) | | | |
| | Table I Non-Derivative Securities | s Acquired, Disposed o | f, or Beneficially Ow | ned |
| 1. Title of Secu | ırity | | | |
| (Instr. 3) | | | | |
| 2. Trans- | | | | |
| action | | | | |
| Date | | | | |
| (Month/ | | | | |

| Day | |
|----------------------------|--|
| Year) | |
| 3. Trans- | |
| action | |
| Code | |
| (Instr. 8) | |
| 4. Securities Acquired (A) | |
| or Disposed of (D) | |
| (Instr. 3, 4 and 5) | |
| 5. Amount of | |
| Securities | |
| Beneficially | |
| Owned at | |
| End of | |
| Month | |
| (Instr. 3 and 4) | |
| 6. Owner- | |
| ship | |
| Form: | |
| Direct | |
| (D) or | |
| Indirect | |
| (I) | |
| (Instr. 4) | |
| 7. Nature | |
| of Indirect | |

| Beneficial | |
|-------------|--------|
| Ownership | |
| (Instr. 4) | |
| Code | |
| V | |
| | Amount |
| (A) or (D) | |
| | Price |
| Mesa Common | |
| | |
| | 1,150 |
| | D |
| | |

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

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^{*} If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

e m r s y a y l t i d i B l o r

FORM 4 (continued) Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Trans- | 4. | | 5. | | 6. Date | Exer- | 7. Title and | Amount | 8. | 9. | 10. |
|--------------------------------|---|---------------------------------|-------------------------|-----|-------|-------------------------|----------------------------------|----------|---------------------------------------|--------|---|---|------------------|
| Derivative | Conver- | | Transa | ıc- | Num | | | | of Underyi | ng | Price | Number | Ow |
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | action Date (Month/ Day/ Year) | tion Code (Instr. | | of Do | eriv- rities ed or d of | cisable a Expirati (Month/ Year) | on Date | of Underying Securities (Instr. 3 and | S | Price of Derivative Security (instr. 5) | Number of Deriv- ative Secur- ities Bene- ficially Owned at End | Sec rity Din (D) |
| | | | | | | | | | | | | of | (I) |
| | | | | | | | | | | | | Month | (In 4) |
| | | | | | | | | | | | | (Instr. 4) | 4) |
| | | | | | | | Date Exer- | Expira- | Title | Amount | | | |
| | | | | | | | | | | Number | | | |
| | | | | | | | cisable | Date | | of | | | |
| | | | | | | | | | | Shares | | | |
| | | | Code | V | (A) | (D) | | | | | | | |
| | 6.00 | 12/11/00 | | | | | (1) | 12/11/10 | | 45,000 | | | |

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| Stock Option (Right to Buy) | | | | | | | Mesa Common | | | |
|--------------------------------------|------|----------|--|---|-----|----------|----------------|--------|--------|--|
| Stock Option (Right to Buy) | 4.04 | 10/02/01 | | | (1) | 10/02/11 | Mesa Common | 12,000 | | |
| Stock Option (Right to Buy) | 4.90 | 11/20/02 | | A | (1) | 11/20/12 | Mesa Common | 10,000 | 67,000 | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
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| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

Explanation of Responses:

| (1) E | xercisable in increm | ents of one-thir | d on each of th | e first, second, | and third anniversaries | of the issuance date. |
|-------|----------------------|------------------|-----------------|------------------|-------------------------|-----------------------|
|-------|----------------------|------------------|-----------------|------------------|-------------------------|-----------------------|

| /S/ Jeff Poschl | |
|-----------------|--|
| | |

I1/21/02

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

If space provided 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