

PARKER MAURICE A
Form 4
February 14, 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 *
PARKER MAURICE A

(Last) (First) (Middle)

410 N 44TH STREET, SUITE 700

(Street)

PHOENIX, AZ 85008

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2006

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)

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 | |
| Mesa Common | 02/10/2006 | | M | | 6,250 | A | \$ 5.34 0 | D |
| Mesa Common | 02/10/2006 | | M | | 6,630 | A | \$ 8.25 0 | D |
| Mesa Common | 02/10/2006 | | M | | 88 | A | \$ 7.31 0 | D |
| Mesa Common | 02/10/2006 | | M | | 5,743 | A | \$ 8.56 0 | D |
| Mesa Common | 02/10/2006 | | M | | 7,246 | A | \$ 6.9 0 | D |
| | 02/10/2006 | | S | | 25,957 | D | 0 | D |

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Mesa
Common \$
12.19

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

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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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option Right to Buy | \$ 5.34 | 02/10/2006 | | M | 6,250 | 10/01/2003 04/01/2013 | Mesa Common | 6,250 |
| Stock Option Right to Buy | \$ 8.25 | 02/10/2006 | | M | 6,630 | 10/01/2004 04/01/2014 | Mesa Common | 6,630 |
| Stock Option Right to Buy | \$ 7.31 | 02/10/2006 | | M | 88 | 05/23/1999 11/23/2008 | Mesa Common | 88 |
| Stock Option Right to Buy | \$ 8.56 | 02/10/2006 | | M | 5,743 | 10/01/2001 04/01/2011 | Mesa Common | 5,743 |
| Stock Option Right to Buy | \$ 6.9 | 02/10/2006 | | M | 7,246 | 10/01/2005 04/01/2015 | Mesa Common | 7,246 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PARKER MAURICE A 410 N 44TH STREET, SUITE 700 PHOENIX, AZ 85008 | | X | | |

Signatures

Maurice Parker 02/14/2006

__Signature of Date
Reporting Person

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).

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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