

MEXCO ENERGY CORP  
Form 4  
July 10, 2009

**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 \*  
**GRAHAM THOMAS JR**

(Last) (First) (Middle)

7609 GLENBROOK ROAD

(Street)

BETHESDA, MD US 20814

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MEXCO ENERGY CORP [MXC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/09/2009

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)

Chairman of the Board

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   |  |                                   |
| MXC Common Stock                | 07/09/2009                           |  | M                              |   | 3,000 A \$ 6.17   | D  |                                   |
| MXC Common Stock                | 07/09/2009                           |  | S                              |   | 500 D \$ 11   | D  |                                   |
| MXC Common Stock                |                                      |  |                                |   |   | I  | owned by spouse                   |
|                                 |                                      |  |                                |   |   |  | 7,000                             |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| MXC Common Stock                           | \$ 6.17  | 07/09/2009                           |  | M                              | 3,000   | 09/14/2008 09/14/2009                                    | Mexco Energy Common Stock                                     | 3,000                         |

**Reporting Owners**

| Reporting Owner Name / Address                                   | Relationships |           |         |       | Title                 |
|--|---------------|-----------|---------|-------|-----------------------|
|  | Director      | 10% Owner | Officer | Other |                       |
| GRAHAM THOMAS JR<br>7609 GLENBROOK ROAD<br>BETHESDA, MD US 20814 | X             |           |         |       | Chairman of the Board |

**Signatures**

Thomas  
Graham, Jr. 07/10/2009  
 \*\*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).
- Direct beneficial holdings after the sale total 102,000 shares which include vested options to acquire 40,000 shares of the Registrant's
- (1) Common Stock (par value \$0.50) at the following prices: 10,000 shares @ \$5.25 per share; 10,000 shares @ \$6.75 per share and 20,000 shares @ \$6.70 per share.
- The shares vest 1/4 each year from grant date for four consecutive years as follows: 10,000 options @ \$5.25 were granted on 3/21/2000 and expire on 3/21/2010; 10,000 options @ \$6.75 were granted on 1/23/2001 and expire on 1/23/2011; and 20,000 options @ \$6.70 were granted on 7/2/2004 and expire on 7/2/2014. All 40,000 options are vested.

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