

COHEN EDWARD H

Form 4

February 05, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN EDWARD H

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)
575 MADISON AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2010

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

NEW YORK, NY 10022

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/03/2010		U		17,000	D \$ 16 3,000 ⁽¹⁾	D
Common Stock	02/03/2010		D		3,000 ⁽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 (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. I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options	\$ 8.95	02/03/2010		D		2,500		<u>(3)</u>	06/19/2015	Common Stock	2,500	\$
Options	\$ 9.52	02/03/2010		D		2,500		<u>(3)</u>	06/21/2016	Common Stock	2,500	\$
Options	\$ 9.78	02/03/2010		D		2,500		<u>(3)</u>	06/19/2017	Common Stock	2,500	\$
Options	\$ 5.15	02/03/2010		D		2,500		<u>(3)</u>	06/25/2018	Common Stock	2,500	\$
Options	\$ 7.82	02/03/2010		D		2,500		<u>(3)</u>	06/23/2019	Common Stock	2,500	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COHEN EDWARD H 575 MADISON AVE NEW YORK, NY 10022	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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