

MEXCO ENERGY CORP
Form 4
June 27, 2008

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)
06/26/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Mexco Energy Common Stock	06/26/2008		M		10,000	A	\$ 7.5
Mexco Energy Common Stock	06/26/2008		M		7,000	A	\$ 6.17
Mexco Energy Common Stock	06/26/2008		S		8,000	D	\$ 44.757

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Mexco Energy Common Stock	06/27/2008	S	5,000	D	\$ 41.9825	106,000 ⁽¹⁾	D	
Mexco Energy Common Stock						7,000 ⁽¹⁾	I	Owned by spouse

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

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Mexco Energy Common Stock	\$ 7.5	06/26/2008		M	10,000	03/03/2003 03/03/2009	Mexco Energy Common Stock 10,000
Mexco Energy Common Stock	\$ 6.17	06/26/2008		M	7,000	09/14/2007 09/14/2009	Mexco Energy Common Stock 7,000

Reporting Owners

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

Signatures

Thomas
Graham, Jr.

06/27/2008

**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) Direct beneficial holdings after the sale total 113,000 shares which include 7,000 owned by Mr. Graham's spouse and vested options to acquire 35,500 shares of the Registrant's Common Stock (\$0.50 par value) at the following prices: 10,000 shares @ \$5.25 per share; 10,000 shares @ \$6.75 per share; 15,000 shares @ \$6.70 per share; 500 shares @ \$6.17 per share.

(2) 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; 20,000 options @ \$6.70 were granted on 7/2/2004 and expire on 7/2/2014; 3,000 options @ \$6.17 were granted on 9/17/2004 and expire on 9/17/2009. Of these 43,000 shares, 35,500 shares are vested.

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