

MCCOMIC TAMMY
Form 4
February 24, 2011

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 *
MCCOMIC TAMMY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6006 S HWY 349

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

MIDLAND, TX US 79706

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 | (D) | Price |
| MXC Common Stock | 02/22/2011 | | M | | 10,000 | A | \$ 8.24 19,250 |
| MXC Common Stock | 02/22/2011 | | S | | 2,500 | D | \$ 9.102 16,750 |
| MXC Common Stock | 02/23/2011 | | S | | 7,500 | D | \$ 10.4625 9,250 |
| MXC Common | 02/24/2011 | | S | | 1,800 | D | \$ 13.5 7,450 |

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Stock

MXC

Common 02/24/2011 M 2,000 A \$ 4.35 7,450 ⁽¹⁾ D

Stock

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 8.24 | 02/22/2011 | | M | 10,000 | 07/12/2010 ⁽²⁾ 07/12/2011 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 4.35 | 02/24/2011 | | M | 2,000 | 12/10/2010 12/10/2012 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCOMIC TAMMY 6006 S HWY 349 MIDLAND, TX US 79706 | | | Executive Vice President | |

Signatures

Tammy L.
McComic

02/24/2011

 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 7,450 shares which include vested options to acquire 3,000 shares of the Registrant's Common Stock (\$0.50 par value) at \$4.35 per share.

The shares vest 1/4 each year from grant date for four consecutive years as follows: 10,000 options @ \$8.24 per share were granted on 7/12/2006, fully vested on 7/12/2010 and expire on 7/12/2011 and 5,000 options @ \$4.35 per share were granted on 12/10/2007, vested on 7/12/2010 and expire on 7/12/2012.

The shares vest 1/4 each year from grant date for four consecutive years as follows: 5,500 options @ \$4.35 per share were granted on 12/10/2007 and expire on 12/10/2012 and 25,000 options @ \$6.29 per share were granted on 8/16/2010 and expire on 8/16/2020. Of these 30,500 shares, 3,000 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.

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