

MESA AIR GROUP INC

Form 4

November 22, 2002

<p>FORM 4</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION                  Washington, D.C. 20549                   STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p>	<p><u>OMB APPROVAL</u>                   OMB Number K235-0287                   Expires: December 31, 2001                   Estimated average burden hours per response H.5</p>
<p><b>Check this box if no longer</b></p> <p>subject to Section 16. Form 4</p> <p>or Form 5 obligations may</p> <p>continue See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p>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(f) of the Investment Company Act of 1940</p>	
<p>1. Name and Address of Reporting Person*</p> <p>ORNSTEIN JONATHAN G.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>MESA AIR GROUP, INC. - MESA</p>	<p>6. Relationship of Reporting Person to Issuer</p> <p>(check all applicable)</p>

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				<input checked="" type="checkbox"/>					
				Director 10% Owner					
(Last) (First) (Middle) 410 North 44 <sup>th</sup> Street, Suite 700		3. I.R.S. Identification  Number of Reporting  Person, if entity (Voluntary)		4. Statement for Month/Year  November 22, 2002		<input checked="" type="checkbox"/> _____ Other (specify below) Officer (give title below)  <div style="text-align: center; border-top: 1px solid black; border-bottom: 1px solid black;">CHAIRMAN AND CEO</div>			
(Street) Phoenix Arizona 85008				5. If Amendment,  Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (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			
MESA Common							65,000	D	
MESA Common							130,212	I	By Spouse (4)
MESA Common							5,000	I	By Son (1)
MESA Common							5,000	I	By Daughter (2)

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MESA Common							5,000	I	By Mother (3)
MESA Common							40,000	I	By Barlow Management (5)

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

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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FORM 4 (continued) Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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. Price of Derivative Security (instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	
						Date Exercisable	Expiration Date					Title
			Code	V	(A)	(D)						
Stock Option (Right to Buy)	8.25	6/13/98					(6)	6/13/08	Mesa Common	1,000,000		
Stock Option (Right to Buy)	6.25	4/1/00					(6)	4/1/10	Mesa Common	112,533		
Stock Option (Right to Buy)	6.60	1/30/98					1/30/98	1/30/08	Mesa Common	3,000		
Stock Option	6.56	2/2/98					2/2/98	2/2/08	Mesa Common	10,000		

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(Right to Buy)												
Stock Option (Right to Buy)	4.04	10/2/01				(6)	10/2/11	Mesa Common	150,000			
Stock Option (Right to Buy)	5.50	10/17/01				(6)	10/17/11	Mesa Common	66,313			
Stock Option (Right to Buy)	11.13	4/01/02				(6)	4/01/12	Mesa Common	150,000			
Stock Option (Right to Buy)	4.90	11/20/02		A		(6)	11/20/12	Mesa Common	150,000			1,641,846

Explanation of Responses:

1. These shares are held by Mr. Ornstein as custodian for Jacob Ornstein.
2. These shares are held by Mr. Ornstein as custodian for Jessica Ornstein.
3. These shares are held by Mr. Ornstein as custodian for Mona Ornstein.
4. Mr. Ornstein holds dispositive and voting power with respect to these securities.
5. The reporting person disclaims beneficial ownership held by Barlow Management, except to the Extent of the reporting persons interest in such entity.
6. Exercisable in increments of one-third on each of the first, second, and third anniversaries of the issuance date.

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\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
Reporting Person          Date

\*\*Signature of

*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 provided 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          Page 2