

MESA AIR GROUP INC
Form 4
February 17, 2009

FORM 4

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

OMB APPROVAL

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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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
MESA AIR GROUP INC [MESA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
85 BROAD ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2009

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

NEW YORK, NY 10004
(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|---------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | | | | |
| Common Stock, No Par Value | 02/12/2009 | | P | | 528,900 (2) (6) | A | \$ 0.0486 (2) (6) | 14,751,556 | I | See footnote (1) |
| Common Stock, No Par Value | 02/12/2009 | | S | | 3,141,000 (3) (6) | D | \$ 0.0461 (3) (6) | 11,610,556 | I | See footnote (1) |
| Common Stock, No Par Value | 02/13/2009 | | P | | 7,000 (4) (6) | A | \$ 0.0415 (4) (6) | 11,617,556 | I | See footnote (1) |
| Common Stock, No Par Value | 02/13/2009 | | S | | 1,508,200 (5) (6) | D | \$ 0.0403 (5) (6) | 10,109,356 | I | See footnotes (1) (7) (8) |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004 | | X | | |
| GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004 | | X | | |

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 02/17/2009

****Signature of Reporting Person** Date

/s/ Kevin P. Treanor,
Attorney-in-fact 02/17/2009

****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).

(1)

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This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). The securities reported herein as indirectly purchased or sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to Mesa Air Group, Inc. (the "Company"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

- (2) Reflects the purchase of 528,900 shares of the Company's common stock, no par value per share (the "Common Stock") by Goldman Sachs at a weighted average purchase price of \$0.0486 per share, at prices ranging from \$0.0400 to \$0.0605 per share.
- (3) Reflects the sale of 3,141,000 shares of Common Stock by Goldman Sachs at a weighted average sale price of \$0.0461 per share, at prices ranging from \$0.0400 to \$0.0605 per share.
- (4) Reflects the purchase of 7,000 shares of Common Stock by Goldman Sachs at a weighted average purchase price of \$0.0415 per share, at prices ranging from \$0.0401 to \$0.0499 per share.
- (5) Reflects the sale of 1,508,200 shares of Common Stock by Goldman Sachs at a weighted average sale price of \$0.0403 per share, at prices ranging from \$0.0400 to \$0.0499 per share.
- (6) The Reporting Persons will provide, upon request by the staff of the Securities and Exchange Commission (the "Commission"), the Company, or a security holder of the Company, full information regarding the number of shares purchased or sold at each separate price.
- (7) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 10,109,356 shares of Common Stock. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

As of February 13, 2009, the Reporting Persons ceased to beneficially own more than 10% of the shares of Common Stock outstanding per the information reported in the Company's Current Report on Form 8-K filed with the Commission on February 12, 2009, and are therefore no longer subject to Section 16 of the Securities Exchange Act of 1934, as amended.

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.