

MERCURY COMPUTER SYSTEMS INC  
Form SC 13G/A  
February 10, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No: 2)

MERCURY COMPUTER SYSTEMS

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

589378108

-----  
(CUSIP Number)

December 30, 2011

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 589378108

(1) Names of reporting persons. BlackRock, Inc.

(2) Check the appropriate box if a member of a group  
(a)

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(b) [X]

(3) SEC use only

(4) Citizenship or place of organization

Delaware

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power

2344158

(6) Shared voting power

None

(7) Sole dispositive power

2344158

(8) Shared dispositive power

None

(9) Aggregate amount beneficially owned by each reporting person

2344158

(10) Check if the aggregate amount in Row (9) excludes certain shares

(11) Percent of class represented by amount in Row 9

7.66%

(12) Type of reporting person

HC

Item 1.

Item 1(a) Name of issuer:

-----  
MERCURY COMPUTER SYSTEMS

Item 1(b) Address of issuer's principal executive offices:

-----  
199 Riverneck Road  
Chelmsford MA 01824

Item 2.

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2(a) Name of person filing:

-----  
BlackRock, Inc.

2(b) Address or principal business office or, if none, residence:

-----  
BlackRock Inc.  
40 East 52nd Street  
New York, NY 10022

2(c) Citizenship:

-----  
See Item 4 of Cover Page

2(d) Title of class of securities:

-----  
Common Stock

2(e) CUSIP No.:

See Cover Page

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- Broker or dealer registered under Section 15 of the Act;
- Bank as defined in Section 3(a)(6) of the Act;
- Insurance company as defined in Section 3(a)(19) of the Act;
- Investment company registered under Section 8 of the Investment Company Act of 1940;
- An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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Amount beneficially owned:

2344158

Percent of class

7.66%

Number of shares as to which such person has:

Sole power to vote or to direct the vote

2344158

Shared power to vote or to direct the vote

None

Sole power to dispose or to direct the disposition of

2344158

Shared power to dispose or to direct the disposition of

None

Item 5.

Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock of

MERCURY COMPUTER SYSTEMS.

No one person's interest in the common stock of

MERCURY COMPUTER SYSTEMS

is more than five percent of the total outstanding common shares.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit A

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to Rule 13d-1(b)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity.

See Item 5.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 20, 2012  
BlackRock, Inc.

Signature: Matthew J. Fitzgerald

-----  
Name/Title Attorney-In-Fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized

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representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

Subsidiary

BlackRock Japan Co. Ltd.  
BlackRock Institutional Trust Company, N.A.  
BlackRock Fund Advisors  
BlackRock Asset Management Canada Limited  
BlackRock Asset Management Australia Limited  
BlackRock Advisors, LLC  
BlackRock Investment Management, LLC  
BlackRock Asset Management Ireland Limited

\*Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.

Exhibit B

POWER OF ATTORNEY

The undersigned, BLACKROCK, INC., a corporation duly organized under the laws of the State of Delaware, United States (the "Company"), does hereby make, constitute and appoint each of Robert Connolly, Howard Surloff, Edward Baer, Bartholomew Battista, Daniel Waltcher, Karen Clark, John Stelley, Daniel Ronnen, Brian Kindelan, Andrew Crain, Con Tzatzakis, John Blevins, Rick F. Froio and Matthew Fitzgerald acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to time, executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, 13G and 13H and any amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company

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might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall expressly revoke the power of attorney dated October 5, 2011 in respect of the subject matter hereof, shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 30th day of November, 2011.

BLACKROCK, INC.

By: /s/ Robert W. Doll, Jr.  
Name: Robert W. Doll, Jr.  
Title: Vice Chairman

irement plan factors or regulations. The Company has defined benefit pension plans covering substantially all of its U.S. and Canadian employees. In addition to the defined benefit pension plans, the Company sponsors several unfunded, defined postretirement plans. The Company's recorded obligations, and expense associated with these plans are recorded in the Company's financial statements based on assumptions related to inflation, investment returns, mortality, employee turnover, rate of compensation increases, medical costs, and discount rates. Changes in any of these assumptions, as well as changes in regulations governing these plans, can cause volatility in recorded assets, liabilities, expense, and future funding requirements. The Company's operations are subject to the general risks associated with acquisitions. The Company's stated long-term strategy is to own and market leading North American brands sold in the center of the store. The Company has historically made strategic acquisitions of brands and businesses and will continue to do so in the future in support of this strategy. The success of past and future acquisitions is dependent on the Company's ability to successfully integrate acquired and existing operations. If the Company is unable to integrate acquisitions successfully, its financial results could suffer. Additional potential risks associated with acquisitions are the diversion of management's attention from other business concerns, additional debt leverage, the loss of key employees and customers of the acquired business, the assumption of unknown liabilities, disputes with sellers, and the inherent risk associated with the Company entering a line of business in which it has no prior experience.

**Table of Contents****Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties.**

The table below lists all of the Company's manufacturing and processing facilities at April 30, 2007. All of the Company's properties are maintained and updated on a regular basis, and the Company continues to make investments for expansion and technological improvements. The Company believes that existing capacity at these facilities is sufficient to sustain current operations and anticipated growth.

The properties listed below are owned, except for the West Fargo, North Dakota, facility that is leased. Other than customary lease terms and rental payment obligations, there are no material performance obligations associated with the properties listed below. The Company's corporate headquarters are located in Orrville, Ohio, and the Company's Canadian headquarters are located in Markham, Ontario.

**Domestic Locations**

Chico, California  
Cincinnati, Ohio  
El Paso, Texas <sup>(1)</sup>  
Grandview, Washington

Havre de Grace, Maryland  
Lexington, Kentucky  
Memphis, Tennessee  
New Bethlehem, Pennsylvania  
Orrville, Ohio  
Oxnard, California  
Ripon, Wisconsin  
Scottsville, Kentucky  
Seneca, Missouri <sup>(1)</sup>  
Toledo, Ohio  
West Fargo, North Dakota

**Products Produced**

Fruit and vegetable juices, beverages  
Shortening and oils  
Canned milk  
Grapes, red tart cherries, strawberries, cranberries, apples, boysenberries, blackberries, red raspberries, black raspberries, blueberries, and red currants  
Fruit and vegetable juices, beverages  
Peanut butter  
Fruit spreads, toppings, syrups  
Peanut butter and *Goober* products  
Fruit spreads, toppings, syrups  
Strawberries  
Fruit spreads, toppings, syrups, condiments  
*Uncrustables* sandwiches  
Canned milk  
Bakery mixes and frostings  
*Uncrustables* sandwiches

**International Locations**

Delhi Township, Ontario, Canada  
Dunnville, Ontario, Canada  
Livingston, Scotland  
Ste. Marie, Quebec, Canada

**Products Produced**

Pickles  
Pickles and relish condiments  
Industrial fruit products  
Fruit spreads, sweet spreads, industrial products

<sup>(1)</sup> With the completion of the Eagle acquisition, the Company produces canned milk products at these facilities.

**Item 3. Legal Proceedings.**

None.

**Item 4. Submissions of Matters to a Vote of Security Holders.**

None.

**Table of Contents****Executive Officers of the Registrant\***

The names, ages as of July 1, 2007, and current positions of the executive officers of the Company are listed below. All executive officers serve at the pleasure of the Board of Directors, with no fixed term of office. Unless otherwise indicated, each individual has served as an executive officer of the Company for more than five years.

Name	Age	Years with Company	Position	Served as an Officer Since
Timothy P. Smucker	63	38	Chairman and Co-Chief Executive Officer	1973
Richard K. Smucker	59	34	President and Co-Chief Executive Officer	1974
Dennis J. Armstrong	52	28	Vice President, Logistics and Operations Support (1)	2007
Mark R. Belgya	46	22	Vice President, Chief Financial Officer and Treasurer (2)	1997
Vincent C. Byrd	52	30	Senior Vice President, Consumer Market (3)	1988
John W. Denman	50	28	Vice President and Controller (4)	2005
Barry C. Dunaway	44	20	Vice President, Corporate Development	2001
Robert E. Ellis	60	29	Vice President, Human Resources	1996
M. Ann Harlan	47	8	Vice President, General Counsel and Secretary (5)	2002
Donald D. Hurrle, Sr.	58	30	Vice President, Sales, Grocery Market	2001
John F. Mayer	51	27	Vice President, Customer Development (6)	2004
Kenneth A. Miller	58	27	Vice President, Alternate Channels (7)	2007
John D. Milliken	61	33	Vice President, Logistics and Fruit Processing (8)	1981
Steven Oakland	46	24	Vice President and General Manager, Consumer Oils and Baking	1999
Andrew G. Platt	51	24	Vice President, Information Services and Chief Information Officer (9)	2004
Christopher P. Resweber	45	19	Vice President, Marketing Services (10)	2004
Julia L. Sabin	47	23	Vice President and General Manager, Smucker Quality Beverages, Inc. (11)	2007
Mark T. Smucker	37	9	Vice President, International (12)	2001
Richard F. Troyak	59	28	Vice President, Operations	1998
Paul Smucker Wagstaff	37	11	Vice President, Foodservice and Beverage Markets (13)	2001
Albert W. Yeagley	59	33	Vice President, Quality Assurance (14)	2007

\* Included pursuant to Instruction 3 to Item 401(b) of Regulation S-K.

(1) Mr. Armstrong was elected to his present position in

February 2007,  
having served as  
Director,  
Corporate  
Operations since  
April 2006. Prior  
to that time he  
served as  
Director,  
Scottsville  
Operations since  
December 2004,  
and Director,  
Supply Chain  
Initiatives since  
July 2002.

- (2) Mr. Belgya was elected to his present position in January 2005, having served as Vice President and Treasurer from February 2004 to December 2004, and as Treasurer since June 2001.
- (3) Mr. Byrd was elected to his present position in February 2004, having served as Vice President and General Manager, Consumer Market since January 1995.
- (4) Mr. Denman was elected to his present position in August 2005, having served as Assistant Controller since May 2005. Prior

to that time, he served as Chief Financial Officer, Canada since May 2004, and Assistant Controller since June 2001.

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- (5) Ms. Harlan was elected Vice President in February 2004. She was elected Secretary in June 2003, having served as Assistant Secretary since August 2000. She was elected General Counsel in April 2002.
- (6) Mr. Mayer was elected to his present position in August 2004, having served as Director, Customer Development since September 1993.
- (7) Mr. Miller was elected to his present position in February 2007, having served as General Manager, Alternate Channels since September 2005. Prior to that time, he served as Director, Marketing/Sales Alternate Channels since November 2001.
- (8) Mr. Milliken was elected to his present position in

February 2006,  
having served as  
Vice President,  
Logistics and  
Western  
Operations since  
August 2002.  
Prior to that time,  
he served as Vice  
President,  
Logistics since  
January 1981.

(9) Mr. Platt was  
elected to his  
present position  
in  
February 2004,  
having served as  
Director,  
Business  
Technology from  
August 2002 to  
January 2004.  
Prior to that time,  
he served as  
Director,  
Customer  
Service since  
February 1997.

(10) Mr. Resweber  
was elected to his  
present position  
in August 2004,  
having served as  
Director,  
Marketing  
Services and  
Consumer Direct  
since April 2001.

(11) Ms. Sabin was  
elected to her  
present position  
in  
February 2007,  
having served as  
General  
Manager,  
Smucker Quality

Beverages, Inc.  
since  
February 1998.

- (12) Mr. Mark Smucker was elected to his present position in July 2007, having served as Vice President, International and Managing Director, Canada since May 2006. Prior to that time, he served as Vice President and Managing Director, Canada since June 2004 and as Vice President and General Manager, International Market since November 2001.
- (13) Mr. Wagstaff was elected to his present position in May 2006, having served as Vice President and General Manager, Foodservice Market, since November 2001.
- (14) Mr. Yeagley was elected to his present position in February 2007, having served as Director, Corporate Quality Assurance since

July 2001.

**Table of Contents****PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

(a) The information pertaining to the market for the Company's common shares and other related shareholder information is incorporated herein by reference to the information set forth in the Company's 2007 Annual Report to Shareholders under the caption "Stock Price Data" on page 13 and the caption "Comparison of Five-Year Cumulative Shareholder Return" on page 14.

(b) Not applicable.

(c) Issuer Purchases of Equity Securities

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs
February 1, 2007 - February 28, 2007	8,210	50.45		1,671,822
March 1, 2007 - March 31, 2007	263	49.19		1,671,822
April 1, 2007 - April 30, 2007	5,775	55.18		1,671,822
Total	14,248	52.35		1,671,822

Information set forth in the table above represents activity in the Company's fourth fiscal quarter.

(a) Shares in this column include shares repurchased as part of publicly announced plans as well as shares repurchased from stock plan recipients in lieu of cash payments. For the period presented above, total shares purchased represent only shares repurchased from stock plan recipients in lieu of cash payments as no shares were repurchased as part of publicly announced plans during the period.

(d) Since August 2004, the Company's Board of Directors has authorized management to repurchase up to five million common shares as presented in the following table.

Date of Board authorizations	Common shares authorized for repurchase
August 2004	1,000,000
January 2006	2,000,000

April 2006	2,000,000
Total	5,000,000

The buyback program will be implemented at management's discretion with no established expiration date. The Company has repurchased a total of 3,328,178 common shares from August 2004 through April 30, 2007, under the buyback program authorized by the Company's Board of Directors, including 1,000,000 common shares under the Company's February 2006 Rule 10b5-1 trading plan and 1,000,000 common shares under the Company's August 2006 Rule 10b5-1 trading plan. At April 30, 2007, 1,671,822 common shares remain available for repurchase under this program.

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**Item 6. Selected Financial Data.**

Five-year summaries of selected financial data for the Company and discussions of items which materially affect the comparability of the selected financial data are incorporated herein by reference to the information set forth in the Company's 2007 Annual Report to Shareholders under the following captions and page numbers: Five-Year Summary of Selected Financial Data on page 12, Note A: Accounting Policies on pages 34 through 39, Note C: Multifoods Acquisition on pages 40 and 41, Note D: Discontinued Operations on page 41 and 42, and Note E: Restructuring on pages 42 and 43.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

Management's discussion and analysis of financial condition and results of operations, including a discussion of liquidity and capital resources, and critical accounting estimates and policies, is incorporated herein by reference to the information set forth in the Company's 2007 Annual Report to Shareholders under the caption Management's Discussion and Analysis, on pages 15 through 24.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

Quantitative and qualitative disclosures about market risk are incorporated herein by reference to the information set forth in the Company's 2007 Annual Report to Shareholders under the caption Derivative Financial Instruments and Market Risk on page 23.

**Item 8. Financial Statements and Supplementary Data.**

Consolidated financial statements of the Company at April 30, 2007 and 2006, and for each of the years in the three-year period ended April 30, 2007, with the report of independent registered public accounting firm and selected unaudited quarterly financial data, are incorporated herein by reference to the information set forth in the Company's 2007 Annual Report to Shareholders under the caption Summary of Quarterly Results of Operations on page 13 and beginning with Report of Management on Internal Control Over Financial Reporting on page 25 through Note T: Common Shares on page 64. The related financial statement schedule is filed as part of this Form 10-K on Schedule II.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

Evaluation of Disclosure Controls and Procedures. The Company's management, including the Company's principal executive officers and principal financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934 as amended (the Exchange Act)) as of April 30, 2007, (the Evaluation Date). Based on that evaluation, the Company's principal executive officers and principal financial officer have concluded that as of the Evaluation Date, the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms.

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**Changes in Internal Controls.** There were no changes in the Company's internal controls over financial reporting that occurred during the fourth quarter ended April 30, 2007, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's report on internal control over financial reporting and the attestation report of the Company's independent registered public accounting firm are set forth in the Company's 2007 Annual Report to Shareholders under the heading "Report of Management on Internal Control Over Financial Reporting" on page 25, and under the heading "Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting" on page 26, which reports are incorporated herein by reference.

**Item 9B. Other Information.**

None.

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**PART III**

**Item 10. Directors and Executive Officers of the Registrant.**

The information required by this Item as to the directors of the Company, the Audit Committee, the Audit Committee financial expert, and compliance with Section 16(a) of the Exchange Act is incorporated herein by reference to the information set forth under the captions Election of Directors, Board of Directors and Committee Meetings, and Ownership of Common Shares in the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 16, 2007. Information required by Item 10 as to the executive officers of the Company is included in Part I of this Annual Report on Form 10-K as permitted by Instruction 3 to Item 401(b) of Regulation S-K.

The Company's Board of Directors has adopted a Policy on Ethics and Conduct, last revised April 2005, which applies to the Company's directors, principal executive officers, principal financial officer, and principal accounting officer. The Company's Board of Directors has adopted charters for each of the Audit, Executive Compensation, and Nominating and Corporate Governance committees and has also adopted Corporate Governance Guidelines. The Corporate Governance Guidelines reflect Independent Directors standards under the final rules of the New York Stock Exchange (NYSE Rule 303A.02). Copies of these documents are available on the Company's Web site ([www.smuckers.com](http://www.smuckers.com)).

**Item 11. Executive Compensation.**

The information required by this Item is incorporated by reference to the information set forth under the captions Executive Compensation, Board of Directors and Committee Meetings, and Compensation Committee Interlocks and Insider Participation in the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 16, 2007.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required by this Item is incorporated by reference to the information set forth under the captions Ownership of Common Shares, and Equity Compensation Plan Information in the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 16, 2007.

**Item 13. Certain Relationships and Related Transactions.**

The information required by this Item is incorporated by reference to the information set forth under the caption Related Party Transactions in the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 16, 2007.

**Item 14. Principal Accountant Fees and Services.**

The information required by this Item is incorporated by reference to the information set forth under the captions Service Fees Paid to the Independent Registered Public Accounting Firm, and Audit Committee Preapproval Policies and Procedures in the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 16, 2007.

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**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

(a)(1) Financial Statements

See the Index to Financial Statements and Financial Statement Schedule, which is included on page F-1 of this Report.

(a)(2) Financial Statement Schedule

The following financial statement schedule, located at page F-2 of this Report, is included in Part II, Item 8 of this Report: Schedule II Valuation and Qualifying Accounts.

(a)(3) Exhibits

See the Index of Exhibits at page number 17 of this Report.

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**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 26, 2007                      The J. M. Smucker Company

/s/ Mark R. Belgya

By: Mark R. Belgya  
Vice President, Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
*		
Timothy P. Smucker	Chairman, Co-Chief Executive Officer, and Director (Principal Executive Officer)	June 26, 2007
*		
Richard K. Smucker	President, Co-Chief Executive Officer, and Director (Principal Executive Officer)	June 26, 2007
/s/ Mark R. Belgya		
Mark R. Belgya	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	June 26, 2007
*		
John W. Denman	Vice President and Controller (Principal Accounting Officer)	June 26, 2007
*		
Vincent C. Byrd	Director	June 26, 2007
*		
R. Douglas Cowan	Director	June 26, 2007
*		
Kathryn W. Dindo	Director	June 26, 2007
*		
Paul J. Dolan	Director	June 26, 2007
*		
Elizabeth Valk Long	Director	June 26, 2007

*		
	Director	June 26, 2007
Nancy Lopez Knight		
*		
	Director	June 26, 2007
Gary A. Oatey		
*		
	Director	June 26, 2007
William H. Steinbrink		

\* The undersigned, by signing her name hereto, does sign and execute this report pursuant to the powers of attorney executed by the above-named officers and directors of the registrant, which are being filed herewith with the Securities and Exchange Commission on behalf of such officers and directors.

Date: June 26, 2007

/s/ M. Ann Harlan

By: M. Ann Harlan  
Attorney-in-Fact

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**INDEX OF EXHIBITS**

**Exhibit No. Description**

- 2.1 Agreement and Plan of Merger, dated October 9, 2001, by and among The Procter & Gamble Company, The Procter & Gamble Ohio Brands Company and The J. M. Smucker Company incorporated herein by reference to the Company's Current Report on Form 8-K filed on October 12, 2001 (Commission File 001-5111).
- 2.2 Agreement and Plan of Merger, dated March 7, 2004, by and among The J. M. Smucker Company, International Multifoods Corporation, and MIX Acquisition Corporation incorporated herein by reference to the Company's Current Report on Form 8-K filed on March 8, 2004 (Commission File 001-5111).
- 2.3 As