

SHAPIRO MARC J  
Form 4/A  
February 05, 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 \*  
SHAPIRO MARC J

(Last) (First) (Middle)

600 TRAVIS STREET, SUITE 800

(Street)

HOUSTON, TX 77252

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEXICO FUND INC [MXF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/27/2007

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/01/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 04/27/2007                           |  | X <sup>(1)</sup>               | 687 A   | \$ 38.89  | 6,564 <sup>(2)</sup>                                     | D                                 |

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

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SEC 1474 (9-02)

**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) | 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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Rights                                     | \$ 38.89   | 04/27/2007                           |  | X <sup>(1)</sup>               | 2,061   | 03/22/2007 04/20/2007                                    | 3 rights for every 1 share                                    | \$   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SHAPIRO MARC J<br>600 TRAVIS STREET<br>SUITE 800<br>HOUSTON, TX 77252 |               | X         |         |       |

## Signatures

/s/ Karl Paulson Egbert pursuant to power of attorney 02/05/2008

\_\_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) The shares listed under Item 4 of Table I were acquired through subscription in the issuer's one-for-three rights offering. Shares issued pursuant to the exercise of 2,061 rights issued to Mr. Marc Shapiro were acquired on April 27, 2007.
- 687 shares, acquired through subscription in the issuer's one-for-three rights offering, were inadvertently omitted from the total shares reported in the May 1, 2007 Form 4 filing and in one subsequent Form 4 filed by the reporting person on September 14, 2007.
- (2) Consequently, as of February 5, 2008, the date of this filing, the total number of shares beneficially owned by the reporting person is 14,642 (this number includes 1,978 shares received for no additional consideration pursuant to a stock distribution). Other than the information set forth in this amendment, all information set forth in the May 1, 2007 Form 4 remains the same.

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.