SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)*

Mercury Computer Systems Inc
_____
(Name of Issuer)

Common
_____
(Title of Class of Securities)

589378108
_____
(CUSIP Number)

Check the following box if a fee is being paid with this statement
[ ] . (A fee is not required only if the filing person: (1) has a
previous statement on file reporting beneficial ownership of more
than five percent of the class of securities described in Item 1;
and (2) has filed no amendment subsequent thereto reporting
beneficial ownership of five percent or less of such class.) (See
Rule 13d-7.)

*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   13G   Page 1 of 2 Pages
_____
1   NAME OF REPORTING PERSON
        S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

        Massachusetts Mutual Life Insurance Company
        04-1590850
_____
2   CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP
                                (A)   _____

                                (B)   __x____
_____
3   SEC USE ONLY

_____
4   CITIZENSHIP OF PLACE OF ORGANIZATION

        Commonwealth of Massachusetts
_____
                5   SOLE VOTING POWER
NUMBER OF
   SHARES   351,750
                _____
BENEFICIALLY   6   SHARED VOTING POWER
   OWNED BY
   EACH   not applicable
                _____
REPORTING   7   SOLE DISPOSITIVE POWER
   PERSON
   WITH   351,750
                _____
                8   SHARED DISPOSITIVE POWER

```
                             not applicable
_____
9        AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
         PERSON

                         351,750
_____
10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
         CERTAIN SHARES *
                      Not applicable


_____
11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

                         3.5%
_____
12       TYPE OF REPORTING PERSON *

         IC  (insurance company)
_____

             *   SEE INSTRUCTION BEFORE FILLING OUT!


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_____
1        NAME OF REPORTING PERSON
         S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

         MassMutual Corporate Investors
         04-2483041
_____
2        CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP
                              (A)  _____

                              (B)  __x____
_____
3        SEC USE ONLY


_____
4        CITIZENSHIP OF PLACE OF ORGANIZATION

         Commonwealth of Massachusetts
_____
                     5        SOLE VOTING POWER
NUMBER OF
   SHARES                285,750
                     _____
BENEFICIALLY         6        SHARED VOTING POWER
   OWNED BY
   EACH                  not applicable


                     _____
REPORTING            7        SOLE DISPOSITIVE POWER
   PERSON
   WITH                   285,750
                     _____
                     8        SHARED DISPOSITIVE POWER

                         not applicable
_____
9        AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
         PERSON

                         285,750
_____
10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
         CERTAIN SHARES *

                      not applicable
_____
11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

                         2.8%
_____
12       TYPE OF REPORTING PERSON *

         IV (investment company)
_____
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ITEM 1(a).   Name of Issuer: Mercury Computer Systems Inc

ITEM 1(b).   Address of Issuer's Principal Executive Offices:

             199 Riverneck Road
             Chelmsford, MA 01824-2820

ITEM 2(a).   Name of Person Filing:

             This statement is filed on behalf of Massachusetts
             Mutual Life Insurance Company and MassMutual
             Corporate Investors, which together may be
             regarded as a group for the purpose of this
             statement. This statement is signed on behalf
             of both the aforementioned parties, and therefore
             it does not include a separate agreement
             providing for a joint filing.

ITEM 2(b).   Address of Principal Business Office:

             MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY
             1295 State Street
             Springfield, Massachusetts  01111

             MASSMUTUAL CORPORATE INVESTORS
             1295 State Street
             Springfield, Massachusetts  01111

ITEM 2(c).   Citizenship

             MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY is
             organized under the laws of the Commonwealth of Massachusetts

             MASSMUTUAL CORPORATE INVESTORS is
             organized under the laws of the Commonwealth of Massachusetts

ITEM 2(d).   Title of Class of Securities:  Common Stock

ITEM 2(e).   CUSIP NUMBER: 589378108

ITEM 3.      This statement is filed pursuant to Rule 13d-1(b) by
             Massachusetts Mutual Life Insurance Company,
             an insurance company as defined  in Section 3(a)(19),
             MassMutual Corporate Investors, an investment
             company registered under Section 8 of the Investment
             Company Act of 1940 which together may be
             regarded as a group pursuant to  Rule
             13d-1(b) (ii) (H).

ITEM 4.      Ownership:

             This statement if filed to report information as of
             January 29, 1999:

             (a)  Amount Beneficially Owned:

             Massachusetts Mutual Life Insurance Company and
             MassMutual Corporate Investors own respectively
             351,750 and 285,750 shares of common stock.

             Total shares of common stock owned directly and
             indirectly:  637,500

             The filing of this statement shall not be construed
             as an admission that Massachusetts Mutual Life
             Insurance Company and MassMutual Corporate Investors
             are for the purposes        of sections 13(d) and 13(g)
             of the Securities Exchange Act of 1934, the
             beneficial owners of any common stock of the issuer.

             (b)  Percent of Class:

             Percentage of ownership is calculated as follows:

             637,500 (shares held) / 10,113,000 (shares outstanding)
                   = 6.3%
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(c) Powers:

                    Massachusetts Mutual Life Insurance Company and
                    MassMutual Corporate Investors each have sole power
                    to vote or dispose of respectively 351,750
                    and 285,750 shares of common stock.

ITEM 5.   Ownership of Five Percent or Less of a Class:

                    Not applicable

ITEM 6.   Ownership of More Than Five Percent on Behalf
                    of Another Person:

                    Not applicable

ITEM 7.   Identification and Classification of the
                    Subsidiary Which Acquired the Security Being
                    Reported on by the Parent Holding Company:

                    Note applicable

ITEM 8.   Identification and Classification of Members
                    of the Group:

                    Not applicable

ITEM 9.   Notice of Dissolution of the Group:

                       Not applicable

ITEM 10.   Certification:

                    By signing below, MASSACHUSETTS MUTUAL LIFE
                    INSURANCE COMPANY, MASSMUTUAL CORPORATE
                    INVESTORS certify to the best of their
                    knowledge and belief, the securities referred to
                    above were acquired in the ordinary course of
                    business and were not acquired for the purpose of
                    and do not have the effect of changing or
                    influencing the control of the issuer of such
                    securities and were not acquired in connection
                    with or as a participant in any transaction having
                    such purpose or effect.

                    After reasonable inquiry and to the best of our
                    knowledge and belief, MASSACHUSETTS MUTUTAL LIFE INSURANCE
                    COMPANY and MASSMUTUAL CORPORATE INVESTORS
                    certify that the information set forth in this
                    statement is true, complete and correct.

February 1, 1999   February 1, 1999
_____   _____
     Date   Date

MASSACHUSETTS MUTUAL   MASSMUTUAL CORPORATE
LIFE INSURANCE COMPANY   INVESTORS

By: signature   By: signature

Charles McCobb   Charles McCobb
Managing Director   Managing Director
_____   _____
(Print Name and Title   (Print Name and Title
 of Person Signing)   of Person Signing)