

Measurement Specialties Inc
Form 4
March 19, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thompson Mitchell L

(Last) (First) (Middle)

1000 LUCAS WAY

(Street)

HAMPTON, VA US 23666

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Measurement Specialties Inc
[MEAS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common stock, no par value	03/17/2014		M	138 A	\$ 23.9 4,848	D	
Common stock, no par value	03/17/2014		S	138 ⁽¹⁾ D	\$ 64.49 4,710	D	
Common stock, no par value	03/18/2014		M	529 A	\$ 23.9 5,239	D	
Common stock, no	03/18/2014		S	529 ⁽¹⁾ D	\$ 64.49 4,710	D	

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par value

Common stock, no par value	03/18/2014	M	3,000	A	\$ 4.85	7,710	D
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Common stock, no par value	03/18/2014	S	<u>3,000</u> (1)	D	\$ 64.49	4,710	D
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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Option (right to buy)	\$ 23.9	03/17/2014		M	138	(2) (2)	Common stock, no par value	138 \$ 0
Option (right to buy)	\$ 23.9	03/18/2014		M	529	(2) (2)	Common stock, no par value	529 \$ 0
Option (right to buy)	\$ 4.85	03/18/2014		M	3,000	(3) (3)	Common stock, no par value	3,000 \$ 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Thompson Mitchell L
1000 LUCAS WAY
HAMPTON, VA US 23666

Chief Technology Officer

Signatures

/s/ Mitchell L.
Thompson

03/19/2014

__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 reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on 2/27/2014.
- (2) 667 options exercisable on each of 12/3/2008, 12/3/2009, 12/3/2010. 667 options expire on each of 12/3/2013, 12/3/2014, and 12/3/2015.
- (3) 3,000 options exercisable on each of 12/1/2009, 12/1/2010, 12/1/2011, and 12/1/2012. 3,000 options expire on each of 12/1/2014, 12/1/2015, 12/1/2016, and 12/1/2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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