

GUIDONE FRANK D  
Form 4  
November 26, 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 \*  
GUIDONE FRANK D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1000 LUCAS WAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/10/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Executive Officer

HAMPTON, VA 23666

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

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, no par value	03/10/2005		P		2,500	A	\$ 25.272 90,979
Common Stock, no par value	03/10/2005		P		300	A	\$ 25.74 91,279
Common Stock, no par value	03/10/2005		P		2,200	A	\$ 25.25 93,479
Common Stock, no par value	06/16/2005		P		200	A	\$ 21.15 93,679

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par value									
Common Stock, no par value	06/16/2005		P	450	A	\$ 21.2	94,129		D
Common Stock, no par value	06/16/2005		P	1,000	A	\$ 21.23	95,129		D
Common Stock, no par value	06/16/2005		P	2,000	A	\$ 21.25	97,129		D
Common Stock, no par value	06/16/2005		P	500	A	\$ 21.26	97,629		D
Common Stock, no par value	06/16/2005		P	500	A	\$ 21.3	98,129		D
Common Stock, no par value	06/26/2006		P	100	A	\$ 23.19	98,229		D
Common Stock, no par value	06/26/2006		P	100	A	\$ 23.28	98,329		D
Common Stock, no par value	06/26/2006		P	200	A	\$ 23.33	<u>100,685.6448</u> <sup>(1)</sup>		D
Common Stock, no par value	11/24/2008		P	6,264	A	\$ 4.5595	6,264		I 401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	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 Beneficially Owned (Instr. 6)
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(Instr. 3,  
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUIDONE FRANK D 1000 LUCAS WAY HAMPTON, VA 23666			Chief Executive Officer	

## Signatures

/s/ Mark  
Thomson 11/26/2008

      \*\*Signature of    Date  
Reporting Person

## 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) Includes 2,156.6448 shares previously purchased pursuant to the Measurement Specialties, Inc. 2006 Employee Stock Purchase Plan.

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.