

Smith Steven Craig
Form 4
February 14, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Steven Craig

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)
02/10/2012

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

HAMPTON, VA 23666

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock, no par value	02/10/2012		M	477 A	\$ 24.88 10,477	D	
Common Stock, no par value	02/10/2012		S	477 D	\$ 33 10,000	D	
Common Stock, no par value	02/13/2012		M	3,542 A	\$ 24.88 13,542	D	
Common Stock, no	02/13/2012		S	3,542 D	\$ 33 10,000	D	

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par value

Common Stock, no par value	02/13/2012	M	1,081	A	\$ 24.88	11,081	D
Common Stock, no par value	02/13/2012	S	1,081	D	\$ 33	10,000	D
Common Stock, no par value	02/13/2012	M	5,000	A	\$ 4.85	15,000	D
Common Stock, no par value	02/13/2012	S	5,000	D	\$ 33	10,000	D
Common Stock, no par value	02/13/2012	M	3,515	A	\$ 7.1	13,515	D
Common Stock, no par value	02/13/2012	S	3,515	D	\$ 33	10,000	D

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

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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 (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 or Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 24.88	02/10/2012		M	477	(1) (2)	Common Stock, no par value	477 \$ 0
Option (Right to Buy)	\$ 24.88	02/13/2012		M	3,542	(1) (2)	Common Stock	3,542 \$ 0

Buy)

Option (Right to Buy)	\$ 24.88	02/13/2012	M	1,081	<u>(1)</u>	<u>(2)</u>	Common Stock, no par value	1,081	\$ 0
Option (Right to Buy)	\$ 4.85	02/13/2012	M	5,000	<u>(3)</u>	<u>(4)</u>	Common Stock, no par value	5,000	\$ 0
Option (Right to Buy)	\$ 7.1	02/13/2012	M	3,515	<u>(5)</u>	<u>(6)</u>	Common Stock, no par value	3,515	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Steven Craig 1000 LUCAS WAY HAMPTON, VA 23666			Chief Operating Officer	

Signatures

/s/ Steven Craig
Smith 02/13/2012

**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 option, representing a right to purchase a total of 100,000 shares, became exercisable in five equal annual installments beginning on November 30, 2006, which was the first anniversary of the date on which the option was granted.
- (2) The option, representing a right to purchase a total of 100,000 shares, expires in five equal annual installments beginning on November 30, 2011, which is the fifth anniversary of the date on which the option first became exercisable.
- (3) The option, representing a right to purchase a total of 20,000 shares, became exercisable in four equal annual installments beginning on December 1, 2009, which was the first anniversary of the date on which the option was granted.
- (4) The option, representing a right to purchase a total of 20,000 shares, expires in four equal annual installments beginning on December 1, 2014, which is the fifth anniversary of the date on which the option first became exercisable.
- (5) The option, representing a right to purchase a total of 30,000 shares, became exercisable in three equal annual installments beginning on July 1, 2010, which was the first anniversary of the date on which the option was granted.
- (6) The option, representing a right to purchase a total of 30,000 shares, expires in three equal annual installments beginning on July 1, 2015, which is the fifth anniversary of the date on which the option first became exercisable.

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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