

Measurement Specialties Inc
Form 4
July 08, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomson Mark Edward

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

HAMPTON, VA 23666

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/03/2013

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 Financial 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, no par value	07/03/2013		M		1,700	A \$ 4.85	25,478 D
Common Stock, no par value	07/03/2013		S		1,700 (1)	D \$ 48	23,778 D
Common Stock, no par value	07/05/2013		M		3,100	A \$ 4.85	26,878 D
Common Stock, no	07/05/2013		S		3,100 (1)	D \$ 48.2031	23,778 D

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par value

(2)

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 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. Amount or Number of Shares
Option (right to buy)	\$ 4.85	07/03/2013		M	1,700	12/01/2012 12/01/2018	Common Stock	1,700
Option (right to buy)	\$ 4.85	07/05/2013		M	3,100	12/01/2012 12/01/2018	Common Stock	3,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Thomson Mark Edward
1000 LUCAS WAY
HAMPTON, VA 23666

Chief Financial Officer

Signatures

/s/ Mark
Thomson

07/08/2013

**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 reporting person on June 13, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$48.00 to

(2) \$48.51. The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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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