

Measurement Specialties Inc  
 Form 4  
 July 03, 2013

**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 \*  
 Thomson Mark Edward

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)  
 07/01/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, no par value      | 07/01/2013                           |  | M                              | 850   | A \$ 4.85   | 23,169   | D                                 |
| Common Stock, no par value      | 07/01/2013                           |  | S                              | 850 <sup>(1)</sup>  | D \$ 48.01 <sub>(2)</sub>   | 22,319   | D                                 |
| Common Stock, no par value      | 07/02/2013                           |  | M                              | 2,250   | A <sub>(3)</sub>  | 24,569   | D                                 |
| Common Stock, no par value      | 07/02/2013                           |  | M                              | 600   | A \$ 4.85   | 25,169   | D                                 |

par value

Common Stock, no par value 07/02/2013 S 600 <sup>(1)</sup> D \$ 48 24,569 D

Common Stock, no par value 07/02/2013 F 791 D \$ 47.91 23,778 D

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

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**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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Option (right to buy)                      | \$ 4.85  | 07/01/2013                           |  | M                              | 850   | 12/01/2012 12/01/2018                                    | Common Stock  | 850                        |
| Restricted Stock Units                     | <sup>(3)</sup>   | 07/01/2013                           |  | A                              | 6,000   | <sup>(4)</sup> <sup>(4)</sup>                            | Common Stock  | 6,000                      |
| Restricted Stock Units                     | <sup>(3)</sup>   | 07/02/2013                           |  | M                              | 2,250   | <sup>(5)</sup> <sup>(5)</sup>                            | Common Stock  | 2,250                      |
| Option (right to buy)                      | \$ 4.85  | 07/02/2013                           |  | M                              | 600   | 12/01/2012 12/01/2018                                    | Common Stock  | 600                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chief Financial Officer

Thomson Mark Edward  
1000 LUCAS WAY  
HAMPTON, VA 23666

## Signatures

/s/ Mark

Thomson

07/03/2013

\*\*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) \$48.03. 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.

(3) Each restricted stock unit represents a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock.

The restricted stock units vest in equal annual installments on each of July 1, 2014, July 1, 2015, July 1, 2016 and July 1, 2017. Vested

(4) shares will be delivered to the reporting person in equal annual installments on each of July 1, 2014, July 1, 2015, July 1, 2016 and July 1, 2017.

The restricted stock units vest in equal annual installments on each of July 2, 2013, July 2, 2014, July 2, 2015 and July 2, 2016. Vested

(5) shares will be delivered to the reporting person in equal annual installments on each of July 2, 2013, July 2, 2014, July 2, 2015 and July 2, 2016.

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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