

Thompson Mitchell L  
Form 4  
April 04, 2011

**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 \*  
Thompson Mitchell L

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)  
04/01/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President, Technology

HAMPTON, VA 23666  
  
(City) (State) (Zip)

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

**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      | 04/01/2011                           |  | M                              | 1,334 A \$ 23.9   | 1,754   | D  |   |
| Common Stock, no par value      | 04/01/2011                           |  | M                              | 6,666 A \$ 17.08  | 8,420   | D  |   |
| Common Stock, no par value      | 04/01/2011                           |  | S                              | 1,334 D \$ 34   | 7,086   | D  |   |
| Common Stock, no                | 04/01/2011                           |  | S <sup>(1)</sup>               | 3,333 D \$ 33.9354  | 3,753   | D  |   |

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par value

Common

Stock, no 04/01/2011 S<sup>(1)</sup> 3,333 D \$ 34 420 D  
par value

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. Price or Derivative Security (Instr. 3 and 4) |                            |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |    |
|  |  |                                      |  |                                |   |  |   |  |                            |    |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |    |
| Right (Option to Buy)                      | \$ 23.9  | 04/01/2011                           |  | M                              | 1,334   | (2)  | (3)   | Common Stock, no par value                       | 1,334                      | \$ |
| Right (Option to Buy)                      | \$ 17.08   | 04/01/2011                           |  | M                              | 6,666   | (4)  | (5)   | Common Stock, no par value                       | 6,666                      | \$ |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships   |
|--|---|
| Thompson Mitchell L<br>1000 LUCAS WAY<br>HAMPTON, VA 23666 | Director 10% Owner Officer<br>Other<br>Vice President, Technology |

## Signatures

/s/ Mitchell L.  
Thompson 04/04/2011

\*\*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 sales reported in this form was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on April 1, 2011

(2) 667 shares exercisable on December 3, 2010.

(3) 667 shares expire on December 3, 2015.

(4) 3,334 shares exercisable on May 1, 2011.

(5) 3,334 shares expire on May 1, 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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