

Measurement Specialties Inc
 Form 4
 February 14, 2014

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 *
 ARNOLD JOHN 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)
 02/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

HAMPTON, VA US 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, no par value	02/12/2014		M		4,067	A	\$ 10.94	4,067	D	
Common Stock, no par value	02/12/2014		S		4,067	D	\$ 58	0	D	
Common Stock, no par value	02/13/2014		M		5,000	A	\$ 26.91	5,000	D	
Common Stock, no par value	02/13/2014		S		5,000	D	\$ 58.34	0	D	

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par value

Common
Stock, no 02/13/2014 M 6,500 A \$ 34.24 6,500 D
par value

Common
Stock, no 02/13/2014 S 6,500 D \$ 58.0003 0 D
par value (1)

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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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)	\$ 10.94	02/12/2014		M	4,067	01/04/2011 01/04/2016	Common Stock	4,067
Option (Right to Buy)	\$ 26.91	02/13/2014		M	5,000	12/01/2011 12/01/2020	Common Stock	5,000
Option (Right to Buy)	\$ 34.24	02/13/2014		M	6,500	04/02/2013 04/02/2022	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD JOHN D 1000 LUCAS WAY HAMPTON, VA US 23666	X			

Signatures

/s/ Mark Thomson, as Power of
Attorney

02/14/2014

__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).

The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions ranging from \$58.00 to \$58.04. The (1) 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. 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.