

Measurement Specialties Inc
 Form 4
 March 19, 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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/17/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Technology Officer

1000 LUCAS WAY
 (Street)

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

HAMPTON, VA US 23666

(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	03/17/2014		M	138	A \$ 23.9	4,848	D
Common stock, no par value	03/17/2014		S	138 ⁽¹⁾	D \$ 64.49	4,710	D
Common stock, no par value	03/18/2014		M	529	A \$ 23.9	5,239	D
Common stock, no	03/18/2014		S	529 ⁽¹⁾	D \$ 64.49	4,710	D

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par value

Common stock, no par value 03/18/2014 M 3,000 A \$ 4.85 7,710 D

Common stock, no par value 03/18/2014 S 3,000⁽¹⁾ D \$ 64.49 4,710 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 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 of Derivative Security (Instr. 3)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Option (right to buy)	\$ 23.9	03/17/2014		M	138	<u>(2)</u>	<u>(2)</u>	Common stock, no par value	138	\$ 0
Option (right to buy)	\$ 23.9	03/18/2014		M	529	<u>(2)</u>	<u>(2)</u>	Common stock, no par value	529	\$ 0
Option (right to buy)	\$ 4.85	03/18/2014		M	3,000	<u>(3)</u>	<u>(3)</u>	Common stock, no par value	3,000	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Mitchell L 1000 LUCAS WAY HAMPTON, VA US 23666			Chief Technology Officer	

Signatures

/s/ Mitchell L.
Thompson

03/19/2014

__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).

- (1) The reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on 2/27/2014.
- (2) 667 options exercisable on each of 12/3/2008, 12/3/2009, 12/3/2010. 667 options expire on each of 12/3/2013, 12/3/2014, and 12/3/2015.
- (3) 3,000 options exercisable on each of 12/1/2009, 12/1/2010, 12/1/2011, and 12/1/2012. 3,000 options expire on each of 12/1/2014, 12/1/2015, 12/1/2016, and 12/1/2017.

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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