

MTS SYSTEMS CORP

Form 4/A

June 19, 2008

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STABY KATHLEEN M

(Last) (First) (Middle)

14000 TECHNOLOGY DRIVE

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MTS SYSTEMS CORP [MTSC]

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

05/15/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/19/2008

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Vice President

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)
Common Stock	05/15/2008		M	(A) or (D) 11,100 (1)	\$ 14.81	24,986.11 (2)	D
Common Stock (3)	05/15/2008		S	2	\$ 35.17	24,984.11	D
Common Stock (4)	05/15/2008		S	5,548	\$ 35.2639	19,436.11	D
Common Stock (5)	05/15/2008		S	43	\$ 35.07	19,393.11	D
Common Stock (6)	05/15/2008		S	5,492	\$ 35.1483	13,901.11	D

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Common Stock <sup>(7)</sup> 05/15/2008 S 15 D \$ 35.08 13,982.91 <sup>(8)</sup> D

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.**

SEC 1474  
(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 Security (Instr. 3 and 4)
Employee Stock Option - Right to Buy	\$ 14.81 <sup>(9)</sup>	05/15/2008 <sup>(10)</sup>		M	8,494 <sup>(11)</sup>	06/02/2004 <sup>(12)</sup> 06/02/2008 <sup>(13)</sup>	Common Stock 8
Employee Stock Option - Right to Buy <sup>(15)</sup>	\$ 14.81	05/15/2008		M	2,606	06/02/2004 06/02/2008	Common Stock 2

## Reporting Owners

Reporting Owner Name / Address	Relationships
STABY KATHLEEN M 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344	Director 10% Owner Officer Other Vice President

## Signatures

Kathleen M. Staby by Janet C. Roemer,  
POA 06/19/2008

                     \*\*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) Correction to amount of securities acquired.
- (2) Correction to amount of securities beneficially owned following reported transaction.
- (3) Additional line of transaction information.
- (4) Additional line of transaction information.
- (5) Additional line of transaction information.
- (6) Additional line of transaction information.
- (7) Additional line of transaction information.
- (8) Includes 41.59 shares acquired in January 2008 and 55.206 shares acquired in April 2008 pursuant to the MTS Dividend Reinvestment Plan.
- (9) Correction to exercise price.
- (10) Correction to transaction date.
- (11) Correction to number of derivative securities disposed of.
- (12) Correction to date exercisable. The option vested in three annual installments beginning on this date: 1,094 shares vested on 06/02/2004, 3,700 shares vested on 06/02/2005, and 3,700 shares vested on 06/02/2006.
- (13) Correction to expiration date.
- (14) Correction to amount of underlying securities.
- (15) Additional line of transaction information.

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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