

Becker William C
Form 4
April 19, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Becker William C

(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)

04/17/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Materials Test Sys

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	04/17/2018		F	82 ⁽¹⁾ 52.3	\$ 5,355.3374 ⁽²⁾	D	
Common Stock	04/17/2018		A	956 A \$ 0	6,311.3374 ⁽³⁾	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (right to buy)	\$ 46.25					(4)	04/17/2024	Common Stock 3,245
Stock Option (right to buy)	\$ 52.3	04/17/2018		A	4,480	(5)	04/17/2025	Common Stock 4,480

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Becker William C 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344	President, Materials Test Sys

Signatures

/s/ Amanda Lorentz as attorney-in-fact for William C. Becker pursuant to Power of Attorney filed herewith. 04/19/2018

__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) Shares withheld for payment of tax liability.

(2) Includes 170.3374 shares purchased on 12/31/17 through the Company's Employee Stock Purchase Plan.

(3) Includes (i) 444 restricted stock units that vest as to 222 shares on each of 10/17/18 and 10/17/19; (ii) 450 restricted stock units that vest as to 225 shares on each of 4/17/19 and 4/17/20 (previously reported on Table II); and (iii) 956 restricted stock units that vest as to 319 shares on each of 4/17/19 and 4/17/20 and as to 318 shares on 4/17/21.

(4) Options to purchase 1,082 shares vest on each of 4/17/18 and 4/17/19 and options to purchase 1,081 shares vest on 4/17/20.

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(5) Options to purchase 1,494 shares vest on 4/17/19 and options to purchase 1,493 shares vest on each of 4/17/20 and 4/17/21.

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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