

Measurement Specialties Inc
 Form 4
 October 14, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 Kenneth E

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)
 10/09/2014

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

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock, no par value	10/09/2014		D		18,500 (1)	D	\$ 86 0

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Restricted Stock Units	<u>(2)</u>	10/09/2014		D	1,500	<u>(2)</u> <u>(2)</u>	Common stock	1,500
Stock option (right to buy)	\$ 10.94	10/09/2014		D	5,000	<u>(3)</u> 01/04/2016	Common stock	5,000
Stock option (right to buy)	\$ 26.91	10/09/2014		D	5,000	<u>(4)</u> 12/01/2020	Common stock	5,000
Stock option (right to buy)	\$ 34.24	10/09/2014		D	6,500	<u>(5)</u> 04/02/2022	Common stock	6,500
Stock option (right to buy)	\$ 41.09	10/09/2014		D	6,500	<u>(6)</u> 05/01/2023	Common stock	6,500
Stock option (right to buy)	\$ 4.85	10/09/2014		D	5,000	<u>(7)</u> 12/01/2014	Common stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Kenneth E 1000 LUCAS WAY HAMPTON, VA 23666	X			

Signatures

/s/ Kenneth E.
Thompson

10/14/2014

__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).

(1) As of the effective time (the "Effective Time") of the transactions contemplated by the Agreement and Plan of Merger by and among the Issuer, TE Connectivity Ltd. and Wolverine-Mars Acquisition, Inc., dated as of June 18, 2014 (the "Merger Agreement"), pursuant to the terms of the Merger Agreement, each share of common stock of the Issuer, no par value ("Common Stock"), held by the Reporting Person was canceled and converted into the right to receive \$86.00 in cash.

(2) As of the Effective Time, these restricted stock units (a) fully vested pursuant to the terms of the applicable award agreements and (b) pursuant to the terms of the Merger Agreement, were canceled and converted into the right to receive a cash payment in an amount equal to the product of (x) \$86.00 multiplied by (y) the total number of shares of Common stock underlying such restricted stock units.

(3) This stock option, which was fully vested on January 4, 2011, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

(4) This stock option, which was fully vested on December 1, 2011, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

(5) This stock option, which was fully vested on April 2, 2013, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

(6) This stock option, which was fully vested on May 1, 2014, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

(7) This stock option, which was fully vested on December 1, 2009, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

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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