

Measurement Specialties Inc
 Form 4
 October 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 *
 Thomson Mark Edward

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)
 Chief Financial Officer

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 | | 46,887 (1) \$ 86 0 | D | |
| Common Stock, no par value | 10/09/2014 | | D | | 6,286 (1) (2) \$ 86 0 | I | By 401(k) |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (3) | 10/09/2014 | | D | 35,000 | (3) | (3) | Common stock | 35,000 |
| Stock option (right to buy) | \$ 22.53 | 10/09/2014 | | D | 21,124 | (4) | 04/02/2017 | Common Stock | 21,124 |
| Stock option (right to buy) | \$ 23.9 | 10/09/2014 | | D | 1,667 | (5) | 12/03/2015 | Common Stock | 1,667 |
| Stock option (right to buy) | \$ 7.1 | 10/09/2014 | | D | 30,000 | (6) | 07/01/2017 | Common Stock | 30,000 |
| Stock option (right to buy) | \$ 26.91 | 10/09/2014 | | D | 24,000 | (7) | 12/01/2020 | Common Stock | 24,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomson Mark Edward 1000 LUCAS WAY HAMPTON, VA 23666 | | | Chief Financial Officer | |

Signatures

/s/ Mark
Thomson 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) Includes 10 shares purchased pursuant to the Issuer's 401(k) plan and not previously reported.

(3) 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.

(4) This stock option, which was fully vested on April 2, 2012, 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 December 3, 2010, 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 July 1, 2012, 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, 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.

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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