

GUIDONE FRANK D
Form 4
June 15, 2012

FORM 4

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

OMB APPROVAL

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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 *
GUIDONE FRANK D

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)
06/13/2012

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

HAMPTON, VA 23666

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

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------|
| | | | Code | V | Amount (A) or (D) Price | | | | |
| Common Stock, no par value | 06/13/2012 | | M | | 6,336 | A | \$ 99,178 | D | |
| Common Stock, no par value | 06/14/2012 | | S | | 1,691 | D | \$ 32.1957 | D | |
| Common Stock, no par value | | | | | 4,304.7 | (2) | | I | By ESPP |
| Common Stock, no par value | | | | | 5,206.8 | (3) | | I | By 401(k) |

par value

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 (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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Restricted Stock Units | (4) | 06/13/2012 | | M | 6,336 | (1) (1) | Common Stock | 6,336 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GUIDONE FRANK D 1000 LUCAS WAY HAMPTON, VA 23666 | X | | Chief Executive Officer | |

Signatures

/s/ Mark Thomson, Power of Attorney
06/15/2012

**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).

- Each restricted stock unit represented a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock. On June 13, 2013, 6,336 of the reporting person's restricted stock units were settled for an equal number of shares of Measurement Specialties, Inc.'s Common Stock.
- (1) Includes 507.70 shares previously purchased pursuant to the Employee Stock Purchase Plan and not previously reported.

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- Reflects lower pro rata interest in shares of the issuer's Common Stock through an issuer equity securities fund maintained by a new
- (3) 401(k) plan relative to the reporting person's prior ownership of the issuer's Common Stock in the issuer's prior 401(k) plan, as a result of a non-discretionary conversion of the issuer's 401(k) plan and investment options.
 - (4) Each restricted stock unit represented a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock.

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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