

Smith Steven Craig
 Form 4
 February 14, 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 *
 Smith Steven Craig

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)
 02/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, no par value	02/10/2012		M	477	A \$ 24.88	10,477	D
Common Stock, no par value	02/10/2012		S	477	D \$ 33	10,000	D
Common Stock, no par value	02/13/2012		M	3,542	A \$ 24.88	13,542	D
Common Stock, no par value	02/13/2012		S	3,542	D \$ 33	10,000	D

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par value								
Common Stock, no par value	02/13/2012	M	1,081	A	\$ 24.88	11,081	D	
Common Stock, no par value	02/13/2012	S	1,081	D	\$ 33	10,000	D	
Common Stock, no par value	02/13/2012	M	5,000	A	\$ 4.85	15,000	D	
Common Stock, no par value	02/13/2012	S	5,000	D	\$ 33	10,000	D	
Common Stock, no par value	02/13/2012	M	3,515	A	\$ 7.1	13,515	D	
Common Stock, no par value	02/13/2012	S	3,515	D	\$ 33	10,000	D	

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 of Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 24.88	02/10/2012		M	477	(1)	(2)	Common Stock, no par value	477	\$
Option (Right to Buy)	\$ 24.88	02/13/2012		M	3,542	(1)	(2)	Common Stock	3,542	\$

Buy)

Option (Right to Buy)	\$ 24.88	02/13/2012	M	1,081	<u>(1)</u>	<u>(2)</u>	Common Stock, no par value	1,081	\$ 0
Option (Right to Buy)	\$ 4.85	02/13/2012	M	5,000	<u>(3)</u>	<u>(4)</u>	Common Stock, no par value	5,000	\$ 0
Option (Right to Buy)	\$ 7.1	02/13/2012	M	3,515	<u>(5)</u>	<u>(6)</u>	Common Stock, no par value	3,515	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Steven Craig 1000 LUCAS WAY HAMPTON, VA 23666			Chief Operating Officer	

Signatures

/s/ Steven Craig
Smith

02/13/2012

**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).
- (1) The option, representing a right to purchase a total of 100,000 shares, became exercisable in five equal annual installments beginning on November 30, 2006, which was the first anniversary of the date on which the option was granted.
- (2) The option, representing a right to purchase a total of 100,000 shares, expires in five equal annual installments beginning on November 30, 2011, which is the fifth anniversary of the date on which the option first became exercisable.
- (3) The option, representing a right to purchase a total of 20,000 shares, became exercisable in four equal annual installments beginning on December 1, 2009, which was the first anniversary of the date on which the option was granted.
- (4) The option, representing a right to purchase a total of 20,000 shares, expires in four equal annual installments beginning on December 1, 2014, which is the fifth anniversary of the date on which the option first became exercisable.
- (5) The option, representing a right to purchase a total of 30,000 shares, became exercisable in three equal annual installments beginning on July 1, 2010, which was the first anniversary of the date on which the option was granted.
- (6) The option, representing a right to purchase a total of 30,000 shares, expires in three equal annual installments beginning on July 1, 2015, which is the fifth anniversary of the date on which the option first became exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.