

Measurement Specialties Inc
 Form 4
 July 03, 2013

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

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 *
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)
 07/01/2013

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, no par value	07/01/2013		S	953 ⁽¹⁾	D	\$ 48 ⁽²⁾	50,230.467 D
Common Stock, no par value	07/01/2013		S	750 ⁽¹⁾	D	\$ 48.0093 ⁽³⁾	49,480.467 D
Common Stock, no par value	07/02/2013		M	5,500	A	\$ 0 ⁽⁴⁾	54,980.467 D
Common Stock, no par value	07/02/2013		S	400 ⁽¹⁾	D	\$ 48	54,580.467 D

par value

Common
Stock, no 07/02/2013 S 545 ⁽¹⁾ D \$ 48 54,035.467 D
par value

Common
Stock, no 07/02/2013 F 1,614 D \$ 47.91 52,421.467 D
par value

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 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	
Restricted Stock Units	<u>(5)</u>	07/01/2013		A	22,000	<u>(6)</u> <u>(6)</u>	Common Stock	22,000
Restricted Stock Units	<u>(4)</u>	07/02/2013		M	5,500	<u>(4)</u> <u>(4)</u>	Common Stock	5,500

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 07/03/2013

**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 reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on February 11, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$48.00 to

(2) \$48.06. The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$48.00 to

(3) \$48.02. The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Each restricted stock unit represented a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock. On July

(4) 2, 2013, 5,500 of the reporting person's restricted stock units were settled for an equal number of shares of Measurement Specialties, Inc.'s Common Stock.

(5) Each restricted stock unit represents a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock.

The restricted stock units vest in equal annual installments on each of July 1, 2014, July 1, 2015, July 1, 2016 and July 1, 2017. Vested

(6) shares will be delivered to the reporting person in equal annual installments on each of July 1, 2014, July 1, 2015, July 1, 2016 and July 1, 2017.

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.