

Kieffer Thomas Patrick  
 Form 4  
 January 18, 2012

**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 \*  
 Kieffer Thomas Patrick

(Last) (First) (Middle)

C/O VISHAY PRECISION GROUP, INC., 3 GREAT VALLEY PARKWAY, SUITE 150

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Vishay Precision Group, Inc. [VPG]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr. VP/Chief Technical Officer

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 or Price   |  |                                   |        |                                       |  |
| Common Stock                    | 01/16/2012                           |  | A                              |   | 5,564<br><u>(1)</u>   | A  | \$ 0                              | 20,219 | D                                     |  |
| Common Stock                    |                                      |  |                                |   |   |  | 125                               | I      | As custodian for James Kieffer (son). |  |
| Common Stock                    |                                      |  |                                |   |   |  | 125                               | I      | As custodian for Ellis Kieffer        |  |

(son).

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Kieffer Thomas Patrick  
C/O VISHAY PRECISION GROUP, INC.  
3 GREAT VALLEY PARKWAY, SUITE 150  
MALVERN, PA 19355

Sr. VP/Chief Technical Officer

## Signatures

/s/ Roland Desilets as Attorney-In-Fact for Thomas Patrick Kieffer

01/18/2012

\_\_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) These restricted stock units ("RSUs") were granted under the Vishay Precision Group, Inc. 2010 Stock Incentive Program and in accordance with the reporting person's employment agreement, as amended. One quarter of the RSUs will vest on January 1, 2015; the remainder of the RSUs will also vest on January 1, 2015, subject to the satisfaction of performance criteria determined by the Board of Directors of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Kieffer Thomas Patrick - Form 4

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