

Thomson Mark Edward  
 Form 4  
 June 15, 2011

**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)  
 06/14/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial 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      | 04/21/2011                           |  | J                              |   | 4,278   | A  | (1) 16,278  | D |           |
| Common Stock, no par value      | 06/15/2011                           |  | M                              |   | 2,318.8405  | A  | (2) 18,596.84   | D |           |
| Common Stock, no par value      |                                      |  |                                |   |   |  | 0.33  | I | By ESPP   |
| Common Stock, no par value      |                                      |  |                                |   |   |  | 3,351.04 (3)  | I | By 401(k) |

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) |                            |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount Number Shares |
| Restricted Stock Units                     | (4)  | 06/14/2011                           |  | A                              | 2,038   | (5)  | (5)   | Common Stock               | 2,038                |
| Restricted Stock Units                     | (2)  | 06/15/2011                           |  | M                              | 2,318.8405  | (2)  | (2)   | Common Stock, no par value | 2,318.8405           |

## Reporting Owners

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

## Signatures

/s/ Mark  
Thomson 06/15/2011

\*\*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) Includes 4,278 shares previously held through the Employee Stock Purchase Plan which were distributed to the reporting person on April 21, 2011 and are now owned directly.
- (2) Each restricted stock unit represented a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock. On June 15, 2011, 2,318.8405 of the reporting person's restricted stock units were settled for an equal number of shares of Measurement

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Specialties, Inc.'s Common Stock.

- (3) Includes 409.579 shares previously purchased in 401(k) Plan pursuant to automatic election and not previously reported.
- (4) Each restricted stock unit represents a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock.
- (5) The restricted stock units vest on June 13, 2012. Vested shares will be delivered to the reporting person on June 13, 2012.

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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