

Thomson Mark Edward
 Form 4
 November 21, 2008

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

(Last) (First) (Middle)
 1000 LUCAS WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/20/2008

HAMPTON, VA 23666
 (City) (State) (Zip)

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

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 (D) Price | | |
| Common Stock, no par value | 11/20/2008 | | P | | 400 A \$ 4.49 | 2,400 | D |
| Common Stock, no par value | 11/20/2008 | | P | | 40 A \$ 4.52 | 2,440 | D |
| Common Stock, no par value | 11/20/2008 | | P | | 1,620 A \$ 4.56 | 4,060 | D |
| Common Stock, no par value | 11/20/2008 | | P | | 1,000 A \$ 4.57 | 5,060 | D |

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| | | | | | | | | | |
|----------------------------|------------|---|-------|---|---------|-----------------------|---|--|--------|
| par value | | | | | | | | | |
| Common Stock, no par value | 11/20/2008 | P | 500 | A | \$ 4.59 | 5,560 | D | | |
| Common Stock, no par value | 11/20/2008 | P | 900 | A | \$ 4.72 | 6,460 | D | | |
| Common Stock, no par value | 11/20/2008 | P | 1,800 | A | \$ 4.73 | 8,260 | D | | |
| Common Stock, no par value | 11/20/2008 | P | 400 | A | \$ 4.74 | 8,660 | D | | |
| Common Stock, no par value | 11/20/2008 | P | 3,340 | A | \$ 4.75 | 12,946 ⁽¹⁾ | D | | |
| Common Stock, no par value | | | | | | 1,118 ⁽²⁾ | I | | 401(k) |

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.

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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 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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

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

Signatures

/s/ Mark
Thomson
11/20/2008

**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 946 shares previously purchased pursuant to the Measurement Specialities, Inc. 2006 Employee Stock Purchase Plan.
- (2) Includes 1,118 shares previously purchased in 401(k) Plan pursuant to automatic election.

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.