

GUIDONE FRANK D
Form 4
June 17, 2005

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 *
GUIDONE FRANK D

2. Issuer Name and Ticker or Trading Symbol
MEASUREMENT SPECIALTIES INC [MSS]

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)
06/16/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock, no par value | 06/16/2005 | | P | 450 A \$ 21.2 | 308,960 (2) | I (1) | I |
| Common Stock, no par value | 06/16/2005 | | P | 500 A \$ 21.23 | 309,460 (2) | I (1) | I |
| Common Stock, no par value | 06/16/2005 | | P | 500 A \$ 21.25 | 309,960 (2) | I (1) | I |
| Common Stock, no par value | 06/16/2005 | | P | 500 A \$ 21.3 | 310,460 (2) | I (1) | I |

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| | | | | | | | | | |
|----------------------------|------------|---|-----|---|----------|------------------------|------------------|---|--|
| par value | | | | | | | | | |
| Common Stock, no par value | 06/16/2005 | P | 500 | A | \$ 21.25 | 310,960 ⁽²⁾ | I ⁽¹⁾ | I | |
| Common Stock, no par value | 06/16/2005 | P | 500 | A | \$ 21.26 | 311,460 ⁽²⁾ | I ⁽¹⁾ | I | |
| Common Stock, no par value | 06/16/2005 | P | 500 | A | \$ 21.25 | 311,960 ⁽²⁾ | I ⁽¹⁾ | I | |
| Common Stock, no par value | 06/16/2005 | P | 500 | A | \$ 21.23 | 312,460 ⁽²⁾ | I ⁽¹⁾ | I | |
| Common Stock, no par value | 06/16/2005 | P | 500 | A | \$ 21.25 | 312,960 ⁽²⁾ | I ⁽¹⁾ | I | |
| Common Stock, no par value | 06/16/2005 | P | 200 | A | \$ 21.15 | 313,160 ⁽²⁾ | I ⁽¹⁾ | I | |

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 |
| GUIDONE FRANK D 1000 LUCAS WAY HAMPTON, VA 23666 | X | | Chief Executive Officer | |

Signatures

Frank D.
Guidone 06/17/2005

__Signature of Date
Reporting Person

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).

On March 29, 2004 Four Corners Capital Partners, L.P. (FCCP) exercised a warrant to purchase an aggregate of 600,000 shares of common stock and elected to pay the exercise price of the warrant by having the Company withhold a number of shares having a fair market value previously equal to the exercise price. Based on the closing price of \$19.11 on 3/29/2004, FCCP received 500,785 shares of common stock from that transaction. Mr. Guidone is a limited partner of FCCP and a member of the general partner of FCCP. Mr. Guidone disclaims beneficial ownership of the shares held by FCCP except to the extent of his pecuniary interest therein.

The aggregate amount of common stock reported in column 5 shows all the shares held by FCCP. Of the 308,510 shares held by FCCP prior to this transaction, FCCP received 40,725 shares through a distribution by Corporate Revitalization Partners, LLC (CRP) to its partners, including FCCP. CRP held 153,415 shares prior to the distribution. Mr. Guidone is a managing director of CRP and a member of the limited partner of CRP. Mr. Guidone disclaims beneficial ownership of the shares held by FCCP and CRP except to the extent of his pecuniary interest therein.

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.