

Measurement Specialties Inc
 Form 4
 November 13, 2013

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 *
KOSTELNI JEFFREY C

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)
11/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President-Finance

HAMPTON, VA US 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)	Price		
Common Stock, no par value	11/11/2013		M	6,000	A \$ 13.53	7,616	D
Common Stock, no par value	11/11/2013		M	1,667	A \$ 26.91	9,283	D
Common Stock, no par value	11/11/2013		M	1,000	A \$ 32.02	10,283	D
Common Stock, no par value	11/11/2013		S	4,675	D \$ 55.36	5,608	D

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par value						<u>(1)</u>		
Common Stock, no par value	11/11/2013	S	325	D	\$ 56.17	5,283		D
Common Stock, no par value	11/11/2013	S	1,000	D	\$ 56.26	4,283		D
Common Stock, no par value	11/11/2013	S	1,667	D	\$ 55.36	2,616		D
Common Stock, no par value	11/11/2013	S	1,000	D	\$ 55.29	1,616		D
Common Stock, no par value	11/11/2013	S	1,000	D	\$ 55.35	616		D

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

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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)
Option (Right to Buy)	\$ 13.53	11/11/2013		M	6,000	07/01/2011 ⁽⁴⁾ 07/01/2016 ⁽⁵⁾	Common Stock, no par value 6,000
Option (Right to Buy)	\$ 26.91	11/11/2013		M	1,667	12/01/2010 ⁽⁶⁾ 12/01/2020 ⁽⁷⁾	Common Stock, no par value 1,667
Option (Right to Buy)	\$ 32.02	11/11/2013		M	1,000	07/02/2013 ⁽⁸⁾ 07/02/2022 ⁽⁹⁾	Common Stock, no par value 1,000

Buy)

par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOSTELNI JEFFREY C 1000 LUCAS WAY HAMPTON, VA US 23666			Vice President-Finance	

Signatures

/s/ Jeffrey C.

11/13/2013

Kostelni

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$55.11 to \$56.07. 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 \$55.14 to \$55.44. 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 \$55.23 to \$55.30. 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.

(4) The option, representing a right to purchase a total of 30,000 shares, became exercisable in five equal annual installments on July 1, 2011, which was the first anniversary of the date on which the option was granted.

(5) The option, representing the right to purchase a total of 30,000 shares, expires in five equal annual installments beginning on July 1, 2016, which is the fifth anniversary of the date on which the option first became exercisable.

(6) The option, representing a right to purchase a total of 5,000 shares, became exercisable with respect to 1,666 shares on December 1, 2010.

(7) The option, representing a right to purchase 5,000 shares, expires with respect to 1,666 shares on December 1, 2020.

(8) The option, representing a right to purchase a total of 4,000 shares, became exercisable in four equal annual installments beginning on July 2, 2013, which is the fifth anniversary of the date on which the option first became exercisable.

(9) The option, representing a right to purchase a total of 4,000 shares, expires in four equal annual installments beginning on July 2, 2022, which is the fifth anniversary of the date on which the option first became exercisable.

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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