Measurement Specialties Inc Form 4 September 12, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock, no

par value

09/11/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * GUIDONE FRANK D			Issuer Name and abol	a freker of fracing	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			asurement Sp EAS]	pecialties Inc				
(Last)	(First) (1		3. Date of Earliest Transaction (Month/Day/Year)		_X_ Director _X_ Officer (give			
1000 LUCAS WAY		09/1	11/2013		below) below) Chief Executive Officer			
(Street)			Amendment, D d(Month/Day/Yea	ur)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
HAMPTO	N, VA 23666				Form filed by M Person			
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	

Code V Amount

S

6,762

(1)

(A)

(D)

D

Price

50.1581

\$

(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

(Instr. 3 and 4)

25,069

(Instr. 4)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolonia o Hinor Humo / Humoss	Director	10% Owner	Officer	Other			
GUIDONE FRANK D 1000 LUCAS WAY HAMPTON, VA 23666	X		Chief Executive Officer				

Signatures

/s/ Mark Thomson, as Power of Attorney 09/12/2013

**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) The reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on February 11, 2013.
- The price reported in this Column is a weighted average price. These shares were sold in multiple transactions ranging from \$50.00 to \$50.3600. 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.

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.

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