

Measurement Specialties Inc  
 Form 4  
 July 03, 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 \*  
**GUIDONE FRANK D**

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)  
**07/01/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, no par value	07/01/2013		S	953 <sup>(1)</sup>	D	\$ 48 <sup>(2)</sup>	50,230.467 D
Common Stock, no par value	07/01/2013		S	750 <sup>(1)</sup>	D	\$ 48.0093 <sup>(3)</sup>	49,480.467 D
Common Stock, no par value	07/02/2013		M	5,500	A	\$ 0 <sup>(4)</sup>	54,980.467 D
Common Stock, no par value	07/02/2013		S	400 <sup>(1)</sup>	D	\$ 48	54,580.467 D

par value

Common Stock, no par value  
 07/02/2013 S 545 <sup>(1)</sup> D \$ 48 54,035.467 D

Common Stock, no par value  
 07/02/2013 F 1,614 D \$ 47.91 52,421.467 D

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

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**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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Restricted Stock Units	<sup>(5)</sup>	07/01/2013		A	V	(A)	(D)	<sup>(6)</sup> <sup>(6)</sup>	Common Stock	22,000
Restricted Stock Units	<sup>(4)</sup>	07/02/2013		M				<sup>(4)</sup> <sup>(4)</sup>	Common Stock	5,500

## 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

/s/ Mark Thomson, Power of Attorney  
 07/03/2013

<sup>(1)</sup>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 Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$48.00 to

(2) \$48.06. 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 \$48.00 to

(3) \$48.02. 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.

Each restricted stock unit represented a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock. On July

(4) 2, 2013, 5,500 of the reporting person's restricted stock units were settled for an equal number of shares of Measurement Specialties, Inc.'s Common Stock.

(5) Each restricted stock unit represents a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock.

The restricted stock units vest in equal annual installments on each of July 1, 2014, July 1, 2015, July 1, 2016 and July 1, 2017. Vested

(6) shares will be delivered to the reporting person in equal annual installments on each of July 1, 2014, July 1, 2015, July 1, 2016 and July 1, 2017.

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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