

KOSTELNI JEFFREY C

Form 4

July 06, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
07/01/2010

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

HAMPTON, VA 23666

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, no par value				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock, no par value					137.3867 ⁽¹⁾	I	By ESPP
Common Stock, no par value					531.485 ⁽²⁾	I	By 401(k)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Units	(3)	07/01/2010		A		3,000	(4) (4)	Common Stock 3,000
Option (Right to Buy)	\$ 13.53	07/01/2010		A		30,000	(5) (6)	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KOSTELNI JEFFREY C
1000 LUCAS WAY
HAMPTON, VA 23666

Vice President-Finance

Signatures

/s/ Jeffrey C.
Kostelni

07/06/2010

**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 137.3867 shares previously purchased pursuant to the Employee Stock Purchase Plan and not previously reported.
- (2) Includes 403.182 shares previously purchased in 401(k) Plan pursuant to automatic election and not previously reported.
- (3) Each restricted stock unit represents a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock.
- (4) 1,000 restricted stock units vest annually on each of July 1, 2011, July 1, 2012 and July 1, 2013.
- (5) 6,000 options vest annually on each of July 1, 2011, July 1, 2012, July 1, 2013, July 1, 2014 and July 1, 2015.
- (6) 6,000 options expire annually on each of July 1, 2016, July 1, 2017, July 1, 2018, July 1, 2019 and July 1, 2020.

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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