

Harrison Steven B
Form 4
April 19, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harrison Steven B

(Last) (First) (Middle)

14000 TECHNOLOGY DRIVE

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MTS SYSTEMS CORP [MTSC]

3. Date of Earliest Transaction
(Month/Day/Year)

04/17/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

MTS Test Eng., Op & Order Full

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	04/17/2019		F	226 ⁽¹⁾ D	\$ 4,950.3154 55.25 ⁽²⁾	D	

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)

**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 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. 3)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (right to buy)	\$ 46.25					<u>(3)</u>	04/17/2024	Common Stock 4,543
Stock Option (right to buy)	\$ 52.3					<u>(4)</u>	04/17/2025	Common Stock 5,040
Stock Option (right to buy)	\$ 48.8					<u>(5)</u>	12/05/2025	Common Stock 4,952

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harrison Steven B 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344	MTS Test Eng., Op & Order Full

Signatures

/s/ Amanda Lorentz as attorney-in-fact for Steven B. Harrison pursuant to Power of Attorney previously filed 04/19/2019

__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) Represents shares withheld for payment of tax liability.

Includes (i) 360 restricted stock units that vest on 4/15/20; (ii) 630 restricted stock units that vest on 4/17/20; (iii) 717 restricted stock units that vest as to 359 shares on 4/17/20 and as to 358 shares on 4/17/21; and (iv) 1,281 restricted stock units that vest as to 427 shares on each of 12/5/19, 12/5/20 and 12/5/21.

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- (3) Options to purchase 1,515 shares vest on 4/17/18 and options to purchase 1,514 shares vest on each of 4/17/19 and 4/17/20.
- (4) Options to purchase 1,680 shares vest on each of 4/17/19, 4/17/20 and 4/17/21.
- (5) Options to purchase 1,651 shares vest on each of 12/5/19 and 12/5/20 and options to purchase 1,650 shares vest on 12/5/21.

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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