

Measurement Specialties Inc
 Form 4
 February 14, 2008

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 *
TOPFER MORTON L

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)
 02/12/2008

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

HAMPTON, VA 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, no par value | 02/12/2008 | | P | | 1,000 A \$ 17.5 | 834,052 (1) | D |
| Common Stock, no par value | 02/12/2008 | | P | | 500 A \$ 17.6899 | 834,552 (1) | D |
| Common Stock, no par value | 02/12/2008 | | P | | 2,100 A \$ 17.7 | 836,652 (1) | D |
| Common Stock, no par value | 02/12/2008 | | P | | 1,000 A \$ 17.7199 | 837,652 (1) | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|------------|--------------------|---|
| Common Stock, no par value | 02/12/2008 | P | 2,861 | A | \$ 17.72 | 840,513 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 500 | A | \$ 17.7276 | 841,013 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 2,600 | A | \$ 17.73 | 843,613 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 2,000 | A | \$ 17.74 | 845,613 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 6,785 | A | \$ 17.75 | 852,398 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 700 | A | \$ 17.76 | 853,098 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 1,000 | A | \$ 17.77 | 854,098 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 1,000 | A | \$ 17.78 | 855,098 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 200 | A | \$ 17.79 | 855,298 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 695 | A | \$ 17.7999 | 855,993 <u>(1)</u> | D |
| Common Stock, no par value | 02/12/2008 | P | 2,059 | A | \$ 17.8 | 858,052 <u>(1)</u> | D |
| Common Stock, no par value | 02/13/2008 | P | 100 | A | \$ 17.53 | 858,152 <u>(1)</u> | D |
| Common Stock, no par value | 02/13/2008 | P | 100 | A | \$ 17.55 | 858,252 <u>(1)</u> | D |
| Common Stock, no par value | 02/13/2008 | P | 300 | A | \$ 17.58 | 858,552 <u>(1)</u> | D |
| Common Stock, no par value | 02/13/2008 | P | 100 | A | \$ 17.65 | 858,652 <u>(1)</u> | D |

par value

Common

Stock, no 02/13/2008 P 5,025 A \$ 17.7 863,677 ⁽¹⁾ D

par value

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TOPFER MORTON L 1000 LUCAS WAY HAMPTON, VA 23666 | | X | | |

Signatures

Mark Thomson, as Attorney-in-Fact 02/14/2008

__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 aggregate amount of common stock includes 636,309 shares held by Castletop Capital, L.P. (Castletop), a private investment company of which Mr. Topfer is a managing director. Mr. Topfer disclaims beneficial ownership of the shares held by Castletop and his spouse except to the extent of his pecuniary interest therein.

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