

Measurement Specialties Inc  
 Form 4/A  
 July 24, 2014

**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 \*  
 Thomson Mark Edward

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)  
 11/09/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

HAMPTON, VA US 23666  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 07/03/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock, no par value      | 07/01/2014                           |  | M                              |   | 1,500 A \$ 0 (1) 45,250   | D  |                                   |
| Common Stock, no par value      | 07/01/2014                           |  | F                              |   | 497 D \$ 86 44,753  | D  |                                   |
| Common Stock, no par value      | 07/02/2014                           |  | M                              |   | 2,250 A \$ 0 (2) 47,003   | D  |                                   |
| Common Stock, no par value      | 07/02/2014                           |  | F                              |   | 745 D \$ 86.1 46,258  | D  |                                   |

par value

Common Stock, no par value 11/09/2012 A 321 <sup>(3)</sup> A \$ 0 46,579 D

Common Stock, no par value 04/25/2013 A 308 <sup>(4)</sup> A \$ 0 46,887 D

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 or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)   | (D)                        |
| Restricted Stock Unit                      | <u>(1)</u>   | 07/01/2014                           |  | M                              | 1,500   | <u>(1)</u>   | <u>(1)</u>  | Common Stock  | 1,500                      |
| Restricted Stock Units                     | <u>(2)</u>   | 07/02/2014                           |  | M                              | 2,250   | <u>(2)</u>   | <u>(2)</u>  | Common Stock  | 2,250                      |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Thomson Mark Edward<br>1000 LUCAS WAY<br>HAMPTON, VA US 23666 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Mark  
Thomson

07/24/2014

\_\_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).

Each restricted stock unit represented a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock. On July (1) 1, 2014, 1,500 of the reporting person's restricted stock units were settled for an equal number of shares of Measurement Specialties, Inc.'s Common Stock.

Each restricted stock unit represented a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock. On July (2) 2, 2014, 2,250 of the reporting person's restricted stock units were settled for an equal number of shares of Measurement Specialties, Inc.'s Common Stock.

(3) Includes 321 shares previously purchased pursuant to the Employee Purchase Plan and not previously reported.

(4) Includes 308 shares previously purchased pursuant to the Employee Purchase Plan and not previously reported.

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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