

Measurement Specialties Inc
 Form 4
 October 14, 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 *
GUIDONE FRANK D

(Last) (First) (Middle)
 1000 LUCAS WAY
 (Street)

HAMPTON, VA 23666

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**Measurement Specialties Inc
 [MEAS]**

3. Date of Earliest Transaction (Month/Day/Year)
 10/09/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	10/09/2014		D		32,417 ⁽¹⁾ \$ 86 0	D	
Common Stock, no par value	10/09/2014		D		5,344 ⁽¹⁾ \$ 86 0	I	By 401(k)
Common Stock, no par value	10/09/2014		D		97 ⁽¹⁾ \$ 86 0	I	By ESPP
Common Stock, no par value	10/09/2014		D		414 ⁽¹⁾ \$ 86 0	I	By Spouse

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(2)	10/09/2014		D	61,500	(2)	(2)	Common stock	61,500
Stock option (right to buy)	\$ 25.52	10/09/2014		D	280,410	(3)	03/31/2016	Common stock	280,410
Stock option (right to buy)	\$ 23.9	10/09/2014		D	13,334	(4)	12/03/2015	Common stock	13,334
Stock option (right to buy)	\$ 7.1	10/09/2014		D	60,000	(5)	07/01/2017	Common stock	60,000
Stock option (right to buy)	\$ 26.91	10/09/2014		D	48,000	(6)	12/01/2020	Common stock	48,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUIDONE FRANK D 1000 LUCAS WAY	X		Chief Executive Officer	

HAMPTON, VA 23666

Signatures

/s/ Frank D.

10/14/2014

Guidone

__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) As of the effective time (the "Effective Time") of the transactions contemplated by the Agreement and Plan of Merger by and among the Issuer, TE Connectivity Ltd. and Wolverine-Mars Acquisition, Inc., dated as of June 18, 2014 (the "Merger Agreement"), pursuant to the terms of the Merger Agreement, each share of common stock of the Issuer, no par value ("Common Stock"), held by the Reporting Person was canceled and converted into the right to receive \$86.00 in cash.

(2) As of the Effective Time, these restricted stock units (a) fully vested pursuant to the terms of the applicable award agreements and (b) pursuant to the terms of the Merger Agreement, were canceled and converted into the right to receive a cash payment in an amount equal to the product of (x) \$86.00 multiplied by (y) the total number of shares of Common stock underlying such restricted stock units.

(3) This stock option, which was fully vested on March 31, 2011, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

(4) This stock option, which was fully vested on December 3, 2010, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

(5) This stock option, which was fully vested on July 1, 2012, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

(6) This stock option, which was fully vested on December 1, 2013, was canceled at the Effective Time pursuant to the terms of the Merger Agreement and converted into the right to receive a cash payment in an amount equal to the product of (x) the excess of \$86.00 over the applicable exercise price, multiplied by (y) the total number of shares of Common Stock underlying such stock option.

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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