

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 *
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)
10/09/2014

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

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

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

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)
				(A) or (D) Price			
Common stock, no par value	10/09/2014		D	920 ⁽¹⁾ D \$ 86 0		D	
Common stock, no par value	10/09/2014		D	739 ⁽¹⁾ D \$ 86 0		I	By 401(k)

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

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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)	Amount or Number of Shares
Restricted Stock Units	(2)	10/09/2014		D	4,250	(2) (2)	Common stock	4,250
Stock option (right to buy)	\$ 13.53	10/09/2014		D	12,000	(3) 07/01/2020	Common stock	12,000
Stock option (right to buy)	\$ 32.02	10/09/2014		D	3,000	(4) 07/02/2022	Common stock	3,000

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 10/14/2014

__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).

(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)

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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 provides for vesting in five equal annual installments beginning on July 1, 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. With respect to 6,000 shares of Common Stock underlying this stock option which have not vested as of the date of this report, this amount will be payable to the Reporting Person on or within 30 days after July 1, 2015, subject to (i) the Reporting Person's continued employment with the Company or any of its affiliates through the payment date and (ii) the terms of the Merger Agreement.

- (4) This stock option, which provides for vesting in four equal annual installments beginning on July 2, 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. With respect to 2,000 shares of Common Stock underlying this stock option which have not vested as of the date of this report, 1/2 of this amount will be payable to the Reporting Person on or within 30 days after each of July 2 of 2015 and 2016, subject to (i) the Reporting Person's continued employment with the Company or any of its affiliates through the applicable payment dates and (ii) the terms of the Merger Agreement.

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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