

MTS SYSTEMS CORP  
Form 4  
April 19, 2017

**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 \*  
Powell Catherine Lillian

(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)  
04/17/2017

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)  
SVP, General Counsel & CCO

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	04/17/2017		A	487 <sup>(1)</sup> A \$ 0	1,375.1951 <sub>(2)</sub>	D	
Common Stock	04/17/2017		F	190 D \$ 46.25	1,185.1951	D	

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

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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)

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. Amount or Number of Shares
Employee Restricted Stock Unit	(3)	04/17/2017		A	486	(4) (4)	Common Stock	486
Employee Restricted Stock Unit	(3)	04/17/2017		A	946	(5) (5)	Common Stock	946
Employee Stock Option - Right to Buy	\$ 46.25	04/17/2017		A	4,543	(6) 04/17/2024	Common Stock	4,543

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powell Catherine Lillian 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344			SVP, General Counsel & CCO	

## Signatures

Jana Hecker,  
Attorney-in-Fact

04/19/2017

\*\*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) Shares issued in settlement of a restricted stock award that was 50% vested on its 4/17/17 date of grant.

(2) Includes 40.4812 shares acquired on December 31, 2016 pursuant to the Employee Stock Purchase Plan.

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- (3) Each Restricted Stock Unit represents the contingent right to receive one share of MTS common stock.
- (4) These restricted stock units, which represent the portion of an award that was not vested on the 4/17/17 date of grant, will vest on 4/17/18 and be settled at that time in an equal number of shares of MTS common stock.
- (5) These restricted stock units vest in three equal annual installments beginning on April 17, 2018 and will be settled in an equal number of shares on each vesting date.
- (6) The Stock Options vest in three equal annual installments beginning on April 17, 2018.

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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