

Thompson Mitchell L
 Form 4
 April 04, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Thompson Mitchell 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)
 04/01/2011

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, no par value	04/01/2011		M		1,334	A	\$ 23.9
Common Stock, no par value	04/01/2011		M		6,666	A	\$ 17.08
Common Stock, no par value	04/01/2011		S		1,334	D	\$ 34
Common Stock, no par value	04/01/2011		S ⁽¹⁾		3,333	D	\$ 33.9354

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par value

Common

Stock, no 04/01/2011 S⁽¹⁾ 3,333 D \$ 34 420 D
par value

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

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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)	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)	
Right (Option to Buy)	\$ 23.9	04/01/2011		M	1,334	(2)	(3)	Common Stock, no par value	1,334	\$ 0
Right (Option to Buy)	\$ 17.08	04/01/2011		M	6,666	(4)	(5)	Common Stock, no par value	6,666	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
Thompson Mitchell L 1000 LUCAS WAY HAMPTON, VA 23666	Director 10% Owner Officer Vice President, Technology

Signatures

/s/ Mitchell L.
Thompson 04/04/2011

**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) The sales reported in this form was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on April 1, 2011

(2) 667 shares exercisable on December 3, 2010.

(3) 667 shares expire on December 3, 2015.

(4) 3,334 shares exercisable on May 1, 2011.

(5) 3,334 shares expire on May 1, 2016.

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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