

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	07/02/2014		F		745 D \$ 86.1	46,258	D

par value

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

Common Stock, no par value 04/25/2013 A 308 ⁽⁴⁾ 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 1000 LUCAS WAY 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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