

Thompson Mitchell L
Form 4/A
May 31, 2011

FORM 4

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

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

OMB APPROVAL

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(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)
05/26/2011

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

HAMPTON, VA 23666

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/31/2011

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	05/26/2011		M		3,000	A \$ 4.85	3,420 D
Common Stock, no par value	05/26/2011		S		3,000	D \$ 36	420 D
Common Stock, no par value	05/31/2011		M		5,000	A \$ 7.1	5,420 D
Common Stock, no	05/31/2011		S		5,000	D \$ 37	420 D

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)	8. Price of Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 4.85	05/26/2011		M	3,000	<u>(1)</u>	<u>(2)</u>	Common Stock, no par value	3,000	\$ 0
Option (Right to Buy)	\$ 7.1	05/31/2011		M	5,000	<u>(3)</u>	<u>(4)</u>	Common Stock, no par value	5,000	\$ 0

Reporting Owners

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

Signatures

/s/ Mitchell L.
Thompson 05/31/2011

**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) 3,000 options exercisable on each of December 1, 2010, December 1, 2011, and December 1, 2012.

(2) 3,000 options expire on each of December 1, 2015, December 1, 2016 and December 1, 2017.

(3) 5,000 options exercisable on each of July 1, 2011 and July 1, 2012.

(4) 5,000 options expire each on July 1, 2016 and July 1, 2017.

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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