Measurement Specialties Inc Form 4 October 14, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * TOPFER MORTON 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)	, ,	(Middle)	3. Date of (Month/D 10/09/20	ay/Year)	•			_X Director Officer (give below)	title 00% below)	Owner er (specify	
HAMPTON	4. If Amendment, Date Original Filed(Month/Day/Year)				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)	Tabl	e I - Non-D	erivative Se	ecuritie	es Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med on Date, if Day/Year)	Code (Instr. 3, 4 and 5)			Owned Indirect (I) O				
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Stock, no par value	10/09/2014			D	320,998 (1)	D	\$ 86	0	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number op for 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	10/09/2014		D	1,500	(2)	(2)	Common stock	1,500	\$ (

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TOPFER MORTON L 1000 LUCAS WAY HAMPTON, VA 23666	X						

## **Signatures**

/s/ Morton L.
Topfer

\*\*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).
- 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.
- As of the Effective Time, these restricted stock units (a) fully vested pursuant to the terms of the applicable award agreements and (b)

  (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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