

Measurement Specialties Inc
 Form 3
 April 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gleeson Joseph | | (Month/Day/Year) | Measurement Specialties Inc [MEAS] | |
| (Last) | (First) | (Middle) | 04/03/2014 | |
| 1000 LUCAS WAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HAMPTON,Â VAÂ US 23666 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Operating Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|----------------------------------|---|--|---|
| No securities beneficially owned | 0 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------------------|------------------|------------------|--------------|--------|------|-------------------|---|
| Restricted Stock Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 637 | \$ 0 | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 1,276 | \$ 0 | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 2,500 | \$ 0 | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 7,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gleeson Joseph 1000 LUCAS WAY HAMPTON, VA US 23666 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/ Joseph Gleeson 04/16/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each restricted stock unit represents a contingent right to receive one share of Measurement Specialties, Inc.'s Common Stock.
- (2) 637 restricted stock units vest on July 2, 2014 and expire on July 2, 2022.
- (3) 638 restricted stock units vest annually on each of July 2, 2015 and July 2, 2016. 1,276 restricted stock units expire on July 2, 2022.
- (4) 625 restricted stock units vest annually on each of July 1, 2014; July 1, 2015; July 1, 2016; and July 1, 2017. 2,500 restricted stock units expire on July 1, 2023.
- (5) 7000 restricted stock units vest on July 1, 2018 and expire on July 1, 2023.

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.