

GUIDONE FRANK D
Form 4
November 26, 2008

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 *
GUIDONE FRANK D

2. Issuer Name and Ticker or Trading Symbol
Measurement Specialties Inc
[MEAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Last) (First) (Middle)
1000 LUCAS WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2005

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		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)			
Common Stock, no par value	03/10/2005		P		2,500	A	\$ 25.272 90,979	D	
Common Stock, no par value	03/10/2005		P		300	A	\$ 25.74 91,279	D	
Common Stock, no par value	03/10/2005		P		2,200	A	\$ 25.25 93,479	D	
Common Stock, no par value	06/16/2005		P		200	A	\$ 21.15 93,679	D	

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par value									
Common Stock, no par value	06/16/2005	P	450	A	\$ 21.2	94,129		D	
Common Stock, no par value	06/16/2005	P	1,000	A	\$ 21.23	95,129		D	
Common Stock, no par value	06/16/2005	P	2,000	A	\$ 21.25	97,129		D	
Common Stock, no par value	06/16/2005	P	500	A	\$ 21.26	97,629		D	
Common Stock, no par value	06/16/2005	P	500	A	\$ 21.3	98,129		D	
Common Stock, no par value	06/26/2006	P	100	A	\$ 23.19	98,229		D	
Common Stock, no par value	06/26/2006	P	100	A	\$ 23.28	98,329		D	
Common Stock, no par value	06/26/2006	P	200	A	\$ 23.33	<u>100,685.6448</u> (1)		D	
Common Stock, no par value	11/24/2008	P	6,264	A	\$ 4.5595	6,264		I	401(k)

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)	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. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUIDONE FRANK D 1000 LUCAS WAY HAMPTON, VA 23666			Chief Executive Officer	

Signatures

/s/ Mark Thomson 11/26/2008
 **Signature of Date
 Reporting Person

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) Includes 2,156.6448 shares previously purchased pursuant to the Measurement Specialties, Inc. 2006 Employee Stock Purchase Plan.

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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