

Thompson Mitchell L  
 Form 3  
 July 01, 2008

**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 <b>and</b> Ticker or Trading Symbol	
Â Thompson Mitchell L		(Month/Day/Year)	Measurement Specialties Inc [meas]	
(Last)	(First)	(Middle)	06/24/2008	
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 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
			Vice President, Technology	

**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)
Common Stock, no par value	1,979	I	401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)	
Option (right to buy)	04/14/2004	04/14/2009	Common Stock, no par value	560	\$ 3.81	D	Â
Option (right to buy)	11/07/2005 <sup>(1)</sup>	11/07/2010 <sup>(1)</sup>	Common Stock, no par value	420	\$ 1.64	D	Â
Option (right to buy)	11/22/2007 <sup>(2)</sup>	11/22/2012 <sup>(2)</sup>	Common Stock, no par value	5,000	\$ 23.09	D	Â
Option (right to buy)	12/03/2008 <sup>(3)</sup>	12/03/2013 <sup>(3)</sup>	Common Stock, no par value	2,001	\$ 23.9	D	Â
Option (right to buy)	05/01/2009 <sup>(4)</sup>	05/01/2014 <sup>(4)</sup>	Common Stock, no par value	10,000	\$ 17.08	D	Â

## Reporting Owners

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

## Signatures

Mitch Thompson	07/01/2008
**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) 240 shares exercisable on 11/7/05 and 180 shares exercisable on 11/7/06; 240 shares expire on 11/7/10 and 180 shares expire on 11/7/11.
- (2) 1,000 shares exercisable on 11/22/07, 11/22/08, 11/22/09, 11/22/10 and 11/22/11; 1,000 shares expire on 11/22/12, 11/22/13, 11/22/14, 11/22/15 and 11/22/16.
- (3) 667 shares exercisable on 12/3/08, 12/3/09 and 12/3/10; 667 shares expire on 12/3/13, 12/3/14 and 12/3/15.
- (4) 3,333 shares exercisable on 5/1/09 and 5/1/10 and 3,334 exercisable on 5/1/11; 3,333 shares expire on 5/1/14 and 5/1/15 and 3,334 expire on 5/1/16.

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.