MTS SYSTEMS CORP

Form 4 June 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

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 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * **GRAVES JEFFREY A**

2. Issuer Name and Ticker or Trading

MTS SYSTEMS CORP [MTSC]

5. Relationship of Reporting Person(s) to Issuer

Symbol

3. Date of Earliest Transaction

(Check all applicable)

President and CEO

14000 TECHNOLOGY DRIVE

(First)

(Street)

(Ctata)

(Month/Day/Year)

06/15/2014

_X__ Director 10% Owner Other (specify X_ Officer (give title below)

(7:m)

(Middle)

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

EDEN PRAIRIE, MN 55344

| (City) | (State) | Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | y Owned |
|------------------------|--|-------------------------|------------------|---|------------------|-------------|---|---------------------------|-------------------------|
| 1.Title of Security | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if | | 3. Transactio | 4. Securities Acquired action(A) or Disposed of (D) | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | , , , | | | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership |
| | | | Code V | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| Common Stock | 06/15/2014 | | M | 2,733 | A | <u>(1)</u> | 6,672 | D | |
| Common Stock | 06/15/2014 | | F | 919 | D | \$ 66.88 | 5,753 | D | |

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. Transactic Code (Instr. 8) | 5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Underlying Securities | | 8. Pr Deriv Secu (Instr |
|---|---|--------------------------------------|---|--|--|--|--------------------|-----------------------|--|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Restricted Stock Unit | (2) | 06/15/2014 | | M | 2,733 | (3) | (3) | Common Stock | 2,733 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| GRAVES JEFFREY A 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344 | X | | President and CEO | | | | |

Signatures

/s/Catherine Powell, Attorney-in-Fact 06/17/2014

**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) Each Restricted Stock Unit was the economic equivalent of one share of the Issuer's common stock. The Restricted Stock Units were settled for an equal number of shares of the Issuer's common stock.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (3) The Restricted Stock Unit vests in three equal installments beginning on June 15, 2014.

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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