

MTS SYSTEMS CORP
Form 4
June 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HELLWIG JOACHIM

(Last) (First) (Middle)

14000 TECHNOLOGY DRIVE

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MTS SYSTEMS CORP [MTSC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

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 (Instr. 8)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/27/2005		M	9,000	A \$ 12.93	10,200	D
Common Stock	06/27/2005		M	9,000	A \$ 10.51	19,200	D
Common Stock	06/27/2005		S	1,300	D \$ 33.35	17,900	D
Common Stock	06/26/2005		S	700	D \$ 3.13	17,200	D
Common Stock	06/27/2005		S	3,173	D \$ 33	14,027	D

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Common Stock	06/27/2005	S	100	D	\$ 32.95	13,927	D
Common Stock	06/27/2005	S	900	D	\$ 32.88	13,027	D
Common Stock	06/27/2005	S	200	D	\$ 32.76	12,827	D
Common Stock	06/27/2005	S	3,700	D	\$ 32.6	9,127	D
Common Stock	06/27/2005	S	300	D	\$ 32.51	8,827	D
Common Stock	06/27/2005	S	500	D	\$ 32.41	8,327	D
Common Stock	06/27/2005	S	1,000	D	\$ 32.32	7,327	D
Common Stock	06/27/2005	S	6,127	D	\$ 32.32	1,200	D

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

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SEC 1474
(9-02)

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) (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 12.93	06/27/2005		M	9,000	07/13/2002 ⁽¹⁾	07/12/2006	Common Stock	9,000
Employee Stock Option -	\$ 10.51	06/27/2005		M	9,000	06/17/2003 ⁽¹⁾	06/17/2007	Common Stock	9,000

Right to
Buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLWIG JOACHIM 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344			Vice President	

Signatures

Joachim Hellwig, by Barbara J. Carpenter,
POA 06/28/2005

__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) The option vests in three equal annual installments beginning on this date.

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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