

Becker William C
 Form 4
 December 07, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2019
 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 *
 Becker William C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 14000 TECHNOLOGY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres MTS Test Sales, Svc & Mkt

EDEN PRAIRIE, MN 55344

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

(City) (State) (Zip)

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	12/05/2018		A	1,281 A \$ 0	7,691.923 ⁽¹⁾	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)

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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)	8. Filing Date (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 46.25							(2)	04/17/2024	Common Stock	3,245
Stock Option (right to buy)	\$ 52.3							(3)	04/17/2025	Common Stock	4,480
Stock Option (right to buy)	\$ 48.8	12/05/2018		A				(4)	12/05/2025	Common Stock	4,952

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker William C 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344			Pres MTS Test Sales, Svc & Mkt	

Signatures

/s/ Amanda Lorentz as attorney-in-fact for William C. Becker pursuant to Power of Attorney previously filed. 12/07/2018

__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) Includes (i) 222 restricted stock units that vest on 10/17/19; (ii) 450 restricted stock units that vest as to 225 shares on each of 4/17/19 and 4/17/20; (iii) 956 restricted stock units that vest as to 319 shares on each of 4/17/19 and 4/17/20 and as to 318 shares on 4/17/21; and (iv) 1,281 restricted stock units that vest as to 427 shares on each of 12/5/19, 12/5/20 and 12/5/21.
 - (2) Options to purchase 1,082 shares vest on each of 4/17/18 and 4/17/19 and options to purchase 1,081 shares vest on 4/17/20.
 - (3) Options to purchase 1,494 shares vest on 4/17/19 and options to purchase 1,493 shares vest on each of 4/17/20 and 4/17/21.

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(4) Options to purchase 1,651 shares vest on each of 12/5/19 and 12/5/20 and options to purchase 1,650 shares vest on 12/5/21.

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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