

Harrison Steven B  
 Form 4  
 April 17, 2019

**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 \*  
 Harrison Steven B

(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)  
 04/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 MTS Test Eng., Op & Order Full

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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)
Common Stock	04/15/2019		F	V Amount (D) 141 (1) D	\$ 55.1 (2) (3) 5,176.3154	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. Price of Derivative Security (Instr. 5)
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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							(4)	04/17/2024	Common Stock	4,543
Stock Option (right to buy)	\$ 52.3							(5)	04/17/2025	Common Stock	5,040
Stock Option (right to buy)	\$ 48.8							(6)	12/05/2025	Common Stock	4,952

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrison Steven B 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344			MTS Test Eng., Op & Order Full	

## Signatures

/s/ Amanda Lorentz as attorney-in-fact for Steven B. Harrison pursuant to Power of Attorney previously filed 04/17/2019

\_\_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) Shares withheld for payment of tax liability.
- Includes (i) 360 restricted stock units that vest on 4/15/20; (ii) 630 restricted stock units that vest as to 315 shares on each of 4/17/19 and 4/17/20; (iii) 1,076 restricted stock units that vest as to 359 shares on each of 4/17/19 and 4/17/20 and as to 358 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.

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- (3) Includes 283.9606 shares purchased on 12/31/18 through the Company's Employee Stock Purchase Plan.
- (4) Options to purchase 1,515 shares vest on 4/17/18 and options to purchase 1,514 shares vest on each of 4/17/19 and 4/17/20.
- (5) Options to purchase 1,680 shares vest on each of 4/17/19, 4/17/20 and 4/17/21.
- (6) 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. 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.