

GRAVES JEFFREY A
Form 4
April 19, 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 *
GRAVES JEFFREY A

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

3. Date of Earliest Transaction (Month/Day/Year)
04/17/2019

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

(Street)
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)
Common Stock	04/17/2019		F	(A) or (D) D	1,676 \$ 55.25	(2) (3) 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. 3)
Stock Option (right to buy)	\$ 64.9					(4) 12/04/2020	Common Stock 68,241	
Stock Option (right to buy)	\$ 66.98					(4) 12/03/2021	Common Stock 32,854	
Stock Option (right to buy)	\$ 61.74					(4) 12/09/2022	Common Stock 61,455	
Stock Option (right to buy)	\$ 46.25					(5) 04/17/2024	Common Stock 38,941	
Stock Option (right to buy)	\$ 52.3					(6) 04/17/2025	Common Stock 38,934	
Stock Option (right to buy)	\$ 48.8					(7) 12/05/2025	Common Stock 36,886	

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/ Amanda Lorentz as attorney-in-fact for Jeffrey A. Graves pursuant to Power of Attorney previously filed.

04/19/2019

__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) Represents shares withheld for payment of tax liability.

(2) Includes 157,936 shares purchased on 12/31/18 through the Company's Employee Stock Purchase Plan.

(3) Includes (i) 2,702 restricted stock units that vest on 4/17/20; (ii) 5,538 restricted stock units that vest as to 2,769 shares on each of 4/17/20 and 4/17/21; and (iii) 9,539 restricted stock units that vest as to 3,180 shares on each of 12/5/19 and 12/5/20 and as to 3,179 shares on 12/5/21.

(4) Fully exercisable.

(5) Options to purchase 12,981 shares vest on 4/17/18 and options to purchase 12,980 shares vest on each of 4/17/19 and 4/17/20.

(6) Options to purchase 12,978 shares vest on each of 4/17/19, 4/17/20 and 4/17/21.

(7) Options to purchase 12,296 shares vest on 12/5/19 and options to purchase 12,295 shares vest on each of 12/5/20 and 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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