

MTS SYSTEMS CORP
Form 4
December 08, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
12/03/2014

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)
President and CEO

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	12/04/2014		M	3,488	A	11,365	D
Common Stock	12/04/2014		F	1,172	D	\$ 66.93	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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Restricted Stock Unit	(2)	12/04/2014		M	3,488	(3) (3)	Common Stock
Employee Stock Option	\$ 66.98	12/03/2014		A	32,854	(4) 12/03/2021	Common Stock
Performance Restricted Stock Unit	(2)	12/03/2014		A	2,670	(5) (5)	Common Stock
Performance Restricted Stock Unit	(2)	12/03/2014		A	2,670	(6) (6)	Common Stock
Performance Restricted Stock Unit	(2)	12/03/2014		A	2,670	(7) (7)	Common Stock

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

12/08/2014

**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.

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- (3) The Restricted Stock Units vest in three equal installments beginning on December 4, 2014.
- (4) The Restricted Stock Units vest in three equal annual installments beginning on December 3, 2015.
- (5) Each Performance Restricted Stock Unit (PRSU) represents performance at Target of Return On Invested Capital. The PRSUs earned will be interpolated from 75% to 125% of the Target. The PRSUs vest on December 3, 2015.
- (6) Each Performance Restricted Stock Unit (PRSU) represents performance at Target of Return On Invested Capital. The PRSUs earned will be interpolated from 75% to 125% of the Target. The PRSUs vest on December 3, 2016.
- (7) Each Performance Restricted Stock Unit (PRSU) represents performance at Target of Return On Invested Capital. The PRSUs earned will be interpolated from 75% to 125% of the Target. The PRSUs vest on December 3, 2017.

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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