

STABY KATHLEEN M
 Form 4/A
 July 18, 2007

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 *
 STABY KATHLEEN M

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)
 07/02/2007

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

EDEN PRAIRIE, MN 55344
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/05/2007

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)
Common Stock ⁽³⁾				(A) or (D) Price	13,843.21 ⁽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)	Amount or Number of Shares
Employee Stock Option Plan - Right to Buy	\$ 46.03	07/02/2007		A	8,800	07/02/2008 ⁽²⁾ 07/02/2012	Common Stock	8,800

Reporting Owners

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

Signatures

Kathleen M. Staby by Barbara J. Carpenter
POA
Date: 07/18/2007

**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 27.202 shares, 33.359 shares and 29.055 shares acquired in January, April and July 2007, respectively, pursuant to the MTS Dividend Reinvestment Plan
- (2) The option vests in three equal annual installments beginning on this date.
- (3) Correction to amount of common stock owned. The 11,643.21 shares previously reported on 7/5/07 did not take into account the 2,200 shares acquired on 1/09/07 which were duly filed on Form 4 with the SEC on 1/10/07.

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.