

GRAVES JEFFREY A
Form 4
April 19, 2018

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)
04/17/2018

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	04/17/2018		F	828 ⁽¹⁾ D \$ 52.3	41,072.9834	D	
Common Stock	04/17/2018		A	8,308 A \$ 0 ⁽²⁾	49,380.9834	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 64.9					(3) 12/04/2020	Common Stock	68,241
Stock Option (right to buy)	\$ 66.98					(3) 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	04/17/2018		A	38,934	(6) 04/17/2025	Common Stock	38,934

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.

04/19/2018

**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) Shares withheld for payment of tax liability.
- (2) Includes (i) 5,405 restricted stock units that vest as to 2,703 shares on 4/17/19 and as to 2,702 shares on 4/17/20; and (ii) 8,308 restricted stock units that vest as to 2,770 shares on 4/17/19 and as to 2,769 shares on each of 4/17/20 and 4/17/21.
- (3) Fully exercisable.
- (4) Options to purchase 20,485 shares vest on each of 12/9/16, 12/9/17 and 12/9/18.
- (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.

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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