

Ross Brian T
Form 4
May 17, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Ross Brian T

(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)
05/15/2018

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)
Sr. VP & CFO

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 | 05/15/2018 | | F | 80 ⁽¹⁾ | \$ 52.15 | 4,911 ⁽²⁾ | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|----------|--|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 71.52 | | | | | | | (3) | 01/15/2022 | Common Stock | 1,898 |
| Stock Option (right to buy) | \$ 61.74 | | | | | | | (4) | 12/09/2022 | Common Stock | 4,425 |
| Stock Option (right to buy) | \$ 46.25 | | | | | | | (5) | 04/17/2024 | Common Stock | 4,673 |
| Stock Option (right to buy) | \$ 52.65 | | | | | | | (6) | 05/15/2024 | Common Stock | 4,367 |
| Stock Option (right to buy) | \$ 52.3 | | | | | | | (7) | 04/17/2025 | Common Stock | 5,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ross Brian T 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344 | | | Sr. VP & CFO | |

Signatures

/s/ Amanda Lorentz as attorney-in-fact for Brian T. Ross pursuant to Power of Attorney previously filed.

05/17/2018

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) 243 restricted stock units that vest on 12/9/18; (ii) 290 restricted stock units that vest as to 145 shares on each of 7/15/18 and 7/15/19; (iii) 648 restricted stock units that vest as to 324 shares on each of 4/17/19 and 4/17/20; (iv) 532 restricted stock units that vest as to 266 shares on each of 5/15/19 and 5/15/20; (v) 917 restricted stock units that vest as to 306 shares on each of 12/15/18 and 12/15/19 and as to 305 shares on 12/15/20; and (vi) 1,195 restricted stock units that vest as to 399 shares on 4/17/19 and 398 shares on each of 4/17/20 and 4/17/21.

(3) Fully exercisable.

(4) Options to purchase 1,475 shares vest on each of 12/9/16, 12/9/17 and 12/9/18.

(5) Options to purchase 1,557 shares vest on 4/17/18 and options to purchase 1,558 shares vest on each of 4/17/19 and 4/17/20.

(6) Options to purchase 1,456 shares vest on each of 5/15/18 and 5/15/19 and options to purchase 1,455 shares vest on 5/15/20.

(7) Options to purchase 1,867 shares vest on each of 4/17/19 and 4/17/20 and options to purchase 1,866 shares vest on 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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