

GRAVES JEFFREY A  
Form 4  
November 29, 2018

**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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/28/2018

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/28/2018		P		2,000	A	\$ 45.98 (1)
							53,691.6843 (2) (3)

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					(5) 12/09/2022	Common Stock 61,455	
Stock Option (right to buy)	\$ 46.25					(6) 04/17/2024	Common Stock 38,941	
Stock Option (right to buy)	\$ 52.3					(7) 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.

11/29/2018

\_\_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).

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$45.56 to \$46.03 inclusive. The reporting person undertakes to provide MTS Systems Corporation ("MTS"), any security holder of MTS, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (1) 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.
  - (2) Includes 310,7009 shares purchased on 6/30/18 through the Company's Employee Stock Purchase Plan.
  - (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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