

Klemmensen Todd
 Form 4
 December 07, 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 *
 Klemmensen Todd

(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)
 12/05/2018

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, Gen. Counsel and Sec.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 12/05/2018 | | A | | 1,537 | A | \$ 0 |
| | | | | | 6,180 | (1) | 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)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 64.9 | | | | | (2) 12/04/2020 | Common Stock | 2,673 |
| Stock Option (right to buy) | \$ 66.98 | | | | | (2) 12/03/2021 | Common Stock | 1,072 |
| Stock Option (right to buy) | \$ 61.74 | | | | | (3) 12/09/2022 | Common Stock | 2,601 |
| Stock Option (right to buy) | \$ 46.25 | | | | | (4) 04/17/2024 | Common Stock | 3,167 |
| Stock Option (right to buy) | \$ 52.3 | | | | | (5) 04/17/2025 | Common Stock | 3,244 |
| Stock Option (right to buy) | \$ 48.8 | 12/05/2018 | | A | 5,943 | (6) 12/05/2025 | Common Stock | 5,943 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Klemmensen Todd 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344 | | | Sr. VP, Gen. Counsel and Sec. | |

Signatures

/s/ Amanda Lorentz as attorney-in-fact for Todd Klemmensen pursuant to Power of Attorney previously filed.

12/07/2018

__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).

- Includes (i) 142 restricted stock units that vest on 12/9/18; (ii) 439 restricted stock units that vest as to 220 shares on 4/17/19 and as to 219 shares on 4/17/20; (iii) 276 restricted stock units that vest as to 138 shares on each of 8/15/19 and 8/15/20; (iv) 692 restricted stock units that vest as to 231 shares on each of 4/17/19 and 4/17/20 and as to 230 shares on 4/17/21; (v) 1,820 restricted stock units that vest as to 607 shares on each of 9/15/19 and 9/15/20 and as to 606 shares on 9/15/21; and (vi) 1,537 restricted stock units that vest as to 513 shares on 12/5/19 and as to 512 shares on each of 12/5/20 and 12/5/21.
- (1) Fully vested.
 - (2) Options to purchase 867 shares vest on 12/9/18.
 - (3) Options to purchase 1,056 shares vest on 4/17/19 and options to purchase 1,055 shares vest on 4/17/20.
 - (4) Options to purchase 1,082 shares vest on 4/17/19 and options to purchase 1,081 shares vest on each of 4/17/20 and 4/17/21.
 - (5) Options to purchase 1,981 shares vest on each of 12/5/19, 12/5/20 and 12/5/21.

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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