

Harrison Steven B  
Form 4  
December 07, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Harrison Steven B

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

MTS Test Eng., Op &amp; Order Full

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/05/2018		A	1,281 A \$ 0	5,033.3548 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (right to buy)	\$ 46.25					(2)	04/17/2024	Common Stock 4,543
Stock Option (right to buy)	\$ 52.3					(3)	04/17/2025	Common Stock 5,040
Stock Option (right to buy)	\$ 48.8	12/05/2018		A	4,952	(4)	12/05/2025	Common Stock 4,952

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrison Steven B 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344			MTS Test Eng., Op & Order Full	

## Signatures

/s/ Amanda Lorentz as attorney-in-fact for Steven B. Harrison 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) 720 restricted stock units that vest as to 360 shares on each of 4/15/19 and 4/15/20; (ii) 630 restricted stock units that vest as to 315 shares on each of 4/17/19 and 4/17/20; (iii) 1,076 restricted stock units that vest as to 359 shares on each of 4/17/19 and 4/17/20 and as to 358 shares on 4/17/21; and (iv) 1,281 restricted stock units that vest as to 427 shares on each of 12/5/19, 12/5/20 and 12/5/21.
- (1) Options to purchase 1,515 shares vest on 4/17/18 and options to purchase 1,514 shares vest on each of 4/17/19 and 4/17/20.
- (2) Options to purchase 1,680 shares vest on each of 4/17/19, 4/17/20 and 4/17/21.

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(4) Options to purchase 1,651 shares vest on each of 12/5/19 and 12/5/20 and options to purchase 1,650 shares vest on 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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