

Hore David
Form 4
February 20, 2019

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hore David

(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)

02/15/2019

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 below) ____ Other (specify below)

President, Sensors

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 | 02/15/2019 | | F | 269 ⁽¹⁾ D | \$ 30,404.2537 53.07 ⁽²⁾ ⁽³⁾ | 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
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: Hore David - Form 4

| 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) | Title | Amount or Number of Shares |

| | | | | | | | | | |
|--------------------------------------|----------|--|--|--|--|------------|------------|-----------------|-------|
| Stock Option (right to buy) | \$ 46.25 | | | | | <u>(4)</u> | 04/17/2024 | Common Stock | 7,139 |
| Stock Option (right to buy) | \$ 52.3 | | | | | <u>(5)</u> | 04/17/2025 | Common Stock | 5,040 |
| Stock Option (right to buy) | \$ 48.8 | | | | | <u>(6)</u> | 12/05/2025 | Common Stock | 5,448 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Hore David 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344 | President, Sensors |

Signatures

/s/ Amanda Lorentz as attorney-in-fact for David T. Hore pursuant to power of attorney previously filed. 02/20/2019

__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) Represents shares withheld for payment of tax liability.
- (2) Includes (i) 1,861 restricted stock units ("RSUs") that vest on 8/15/19; (ii) 990 RSUs that vest as to 495 RSUs on each of 4/17/19 and 4/17/20; (iii) 1,366 RSUs that vest as to 683 RSUs on each of 2/15/20 and 2/15/21; (iv) 1,076 RSUs that vest as to 359 RSUs on each of 4/17/19 and 4/17/20 and as to 358 RSUs on 4/17/21; and (v) 1,409 RSUs that vest as to 470 RSUs on each of 12/5/19 and 12/5/20 and as

Edgar Filing: Hore David - Form 4

to 469 RSUs on 12/5/21. Upon vesting, RSUs settle on a one-for-one basis in shares of MTS Systems Corporation common stock.

- (3) Includes 266.3266 shares acquired through the MTS Systems Corporation dividend reinvestment plan.
- (4) Options to purchase 2,380 shares vest on each of 4/17/18 and 4/17/19 and options to purchase 2,379 shares vest on 4/17/20.
- (5) Options to purchase 1,680 shares vest on each of 4/17/19, 4/17/20 and 4/17/21.
- (6) Options to purchase 1,816 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.