

Hore David
Form 4
April 19, 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

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(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)

04/17/2019

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 | 04/17/2019 | | F | 289 ⁽¹⁾ D | \$ 30,230.1589 55.25 ⁽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
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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) | 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. 04/19/2019

__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 that vest on 8/15/19; (ii) 495 restricted stock units that vest on 4/17/20; (iii) 1,366 restricted stock units that vest as to 683 shares on each of 2/15/20 and 2/15/21; (iv) 717 restricted stock units that vest as to 359 shares on 4/17/20 and as to 358 shares on 4/17/21; and (v) 1,409 restricted stock units that vest as to 470 shares on each of 12/5/19 and 12/5/20 and as to 469

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shares on 12/5/21.

- (3) Includes 114.9052 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.

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