

Becker William C
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Becker William C

(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 ____ Other (specify
below) below)

Pres MTS Test Sales, Svc & Mkt

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 Ownership (Instr. 4)
Common Stock	04/17/2019		F	196 ⁽¹⁾ D	\$ 7,718.0484 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
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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Stock Option (right to buy)	\$ 46.25					<u>(4)</u>	04/17/2024	Common Stock	3,245
Stock Option (right to buy)	\$ 52.3					<u>(5)</u>	04/17/2025	Common Stock	4,480
Stock Option (right to buy)	\$ 48.8					<u>(6)</u>	12/05/2025	Common Stock	4,952

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Becker William C 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344	Pres MTS Test Sales, Svc & Mkt

Signatures

/s/ Amanda Lorentz as attorney-in-fact for William C. Becker 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 222,1254 shares purchased on 12/31/18 through the Company's Employee Stock Purchase Plan.
- (3)

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Includes (i) 222 restricted stock units that vest on 10/17/19; (ii) 225 restricted stock units that vest on 4/17/20; (iii) 637 restricted stock units that vest as to 319 shares on 4/17/20 and as to 318 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.

- (4) Options to purchase 1,082 shares vest on each of 4/17/18 and 4/17/19 and options to purchase 1,081 shares vest on 4/17/20.
- (5) Options to purchase 1,494 shares vest on 4/17/19 and options to purchase 1,493 shares vest on each of 4/17/20 and 4/17/21.
- (6) 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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