

Ross Brian T
Form 4
December 18, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ross Brian T

(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)

12/15/2018

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)

Sr. VP & CFO

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	12/15/2018		F	94 ⁽¹⁾ D	\$ 44.92	7,207 ⁽²⁾ 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)	\$ 71.52					<u>(3)</u>	01/15/2022	Common Stock	1,898
Stock Option (right to buy)	\$ 61.74					<u>(3)</u>	12/09/2022	Common Stock	4,425
Stock Option (right to buy)	\$ 46.25					<u>(4)</u>	04/17/2024	Common Stock	4,673
Stock Option (right to buy)	\$ 52.65					<u>(5)</u>	05/15/2024	Common Stock	4,367
Stock Option (right to buy)	\$ 52.3					<u>(6)</u>	04/17/2025	Common Stock	5,600
Stock Option (right to buy)	\$ 48.8					<u>(7)</u>	12/05/2025	Common Stock	9,707

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ross Brian T 14000 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344			Sr. VP & CFO	

Signatures

/s/ Amanda Lorentz as attorney-in-fact for Brian T. Ross pursuant to Power of Attorney previously filed.

12/18/2018

__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).

(1) Shares withheld for payment of tax liability.

Includes (i) 145 restricted stock units that vest on 7/15/19; (ii) 648 restricted stock units that vest as to 324 shares on each of 4/17/19 and 4/17/20; (iii) 532 restricted stock units that vest as to 266 shares on each of 5/15/19 and 5/15/20; (iv) 611 restricted stock units that vest as to 306 shares on 12/15/19 and as to 305 shares on 12/15/20; (v) 1,195 restricted stock units that vest as to 399 shares on 4/17/19 and 398 shares on each of 4/17/20 and 4/17/21; and (vi) 2,510 restricted stock units that vest as to 837 shares on each of 12/5/19 and 12/5/20 and as to 836 shares on 12/5/21.

(3) Fully exercisable.

(4) Options to purchase 1,557 shares vest on 4/17/18 and options to purchase 1,558 shares vest on each of 4/17/19 and 4/17/20.

(5) Options to purchase 1,456 shares vest on each of 5/15/18 and 5/15/19 and options to purchase 1,455 shares vest on 5/15/20.

(6) Options to purchase 1,867 shares vest on each of 4/17/19 and 4/17/20 and options to purchase 1,866 shares vest on 4/17/21.

(7) Options to purchase 3,236 shares vest on each of 12/5/19 and 12/5/20 and options to purchase 3,235 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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