

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ross Brian T</u>  (Last) (First) (Middle) 14000 TECHNOLOGY DRIVE  (Street) EDEN PRAIRIE MN 55344  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MTS SYSTEMS CORP [ MTSC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <p style="text-align: center;"><b>EVP &amp; CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 04/07/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/07/2021		D		8,507 <sup>(1)</sup>	D	\$58.5	8,017.0917	D	
Common Stock	04/07/2021		D		8,017.0917 <sup>(2)</sup>	D	\$58.5	0	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$46.25	04/07/2021		D			4,673	(3)	04/17/2024	Common Stock	4,673	(3)	0	D	
Stock Option (right to buy)	\$52.65	04/07/2021		D			4,367	(3)	05/15/2024	Common Stock	4,367	(3)	0	D	
Stock Option (right to buy)	\$52.3	04/07/2021		D			5,600	(3)	04/17/2025	Common Stock	5,600	(3)	0	D	
Stock Option (right to buy)	\$48.8	04/07/2021		D			9,707	(3)	12/05/2025	Common Stock	9,707	(3)	0	D	
Stock Option (right to buy)	\$46.545	04/07/2021		D			13,562	(3)	12/04/2026	Common Stock	13,562	(3)	0	D	

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger among Amphenol Corporation, Moon Merger Sub Corporation and the Company (the "Merger Agreement"), each unvested restricted stock unit became fully vested immediately prior to the effective time of the merger. Restricted stock units were then cancelled as of the effective time of the merger in exchange for the right to receive a cash payment equal to \$58.50 multiplied by the number of shares subject to such restricted stock unit award, less any required withholding of taxes.
- Cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment equal to \$58.50 multiplied by the number of shares, less any required withholding of taxes.
- Pursuant to the Merger Agreement, each unvested stock option became fully vested and exercisable immediately prior to the effective time of the merger. Each stock option that was outstanding and unexercised as of the effective time of the merger and had an exercise price per share that was less than \$58.50 was then cancelled and converted into the right to receive a cash payment equal to \$58.50 minus the exercise price, multiplied by the number of shares issuable upon exercise of such stock option, less any required withholding of taxes.

**Remarks:**

/s/ Amanda Lorentz as attorney-in-fact for Brian T. Ross pursuant to Power of Attorney previously filed. 04/08/2021  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.