SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| 1. Name and Address of Reporting Person*

 VISHAY INTERTECHNOLOGY INC

 (Last)　　　(First)　　　(Middle)

 VISHAY INTERTECHNOLOGY INC.
 63 LANCASTER AVENUE

 (Street)
 MALVERN　　PA　　19355

 (City)　　　(State)　　　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Vishay Precision Group, Inc. [**VPG**]

 3. Date of Earliest Transaction (Month/Day/Year)
 07/06/2010

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director　　X　10% Owner
 Officer (give title below)　　Other (specify below)

 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/06/2010		J[1]		12,331,167[1]	D	$0	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	Amount or Number of Shares				

Explanation of Responses:

1. Until July 6, 2010, Vishay Precision Group, Inc. (the "Issuer") was a wholly owned subsidiary of the Reporting Person. On July 6, 2010, the Reporting Person effected a pro rata distribution to its shareholders of all shares of the Issuer's Common Stock and Class B Common Stock held by the Reporting Person (the "Spin-off"). This distribution included all shares of Common Stock of the Issuer previously owned by the Reporting Person as well as 12,330,967 shares of Common Stock and 1,045,164 shares of Class B Common Stock issued by the Issuer to the Reporting Person in the form of a stock dividend prior to the Spin-off. The Spin-off was effected pursuant to the Master Separation and Distribution Agreement by and between the Reporting Person and the Issuer, dated June 22, 2010.

Remarks:

/s/ Dr. Lior E. Yahalomi　　　07/07/2010

** 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.