SMITH MICHAEL T

Form 4 July 23, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

Stock

Common

07/22/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH MICHAEL T			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		TELEDYNE TECHNOLOGIES INC [TDY]				(Check all applicable)				
(Last)	(First) (M		3. Date of Earliest Transaction (Month/Day/Year)			X Director Officer (give below)		Owner er (specify		
1049 CAMINO DOS RIOS			07/22/2008				below)	ociow)		
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
THOUSAN	D OAKS, CA 913	· ·	onth/Day/1ear)				_X_ Form filed by 0	One Reporting Pe More than One Re		
(City)	(State) ((Zip) Ta	ble I - Non-D	erivative :	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code	(Instr. 3,	spose	d of (D)	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)	
Stock	07/22/2008		A	81 (1)	A	φ 55 54	3,349	D		

15 (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

3,364

55.54

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

1. Title of Derivative Sec (Instr. 3)	or Ex Price	ative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	of	ntive ties red sed	s I		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
					Code V	' (A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employ Director Sto Option (right-to-buy	ock \$ 3	7.02	07/22/2008		A	47 (<u>3)</u>		07/22/2009	07/22/2018	Common Stock	47 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

SMITH MICHAEL T 1049 CAMINO DOS RIOS X THOUSAND OAKS, CA 91360

Signatures

Michael T. Smith by Melanie S. Cibik pursuant to Power of Attorney previously filed with SEC.

07/23/2008

**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 issued to the Reporting Person as meeting fees under the Teledyne Technologies Incorporated 2008 Incentive Award Plan Non-Employee Director Administrative Rules.
- (2) Represents shares issued to the Reporting Person as an increased retainer fee for serving as a committee chair under the Teledyne Technologies Incorporated 2008 Incentive Award Plan Non-Employee Director Administrative Rules.
- (3) Represents options issued to Reporting Person as an increased retainer fee for serving as a committee chair under the Teledyne Technologies Incorporated 2008 Incentive Award Plan Non-Employee Director Administrative Rules.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2