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TELEDYNE TECHNOLOGIES INC

Form 4

August 19, 2008

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

OMB Number: 3235-0287

Check this box if no longer

Washington, D.C. 20549

Expires: January 31, 2005

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

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).

Common

Common

Stock

Stock

08/15/2008

08/15/2008

(Print or Type Responses)

1. Name and SCHNITT.	Person * 2. Issu Symbo		nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	TELE [TDY		ECHNOLOGIES INC						
(Last)	(First)	, , , , , , , , , , , , , , , , , , , ,	3. Date of Earliest Transaction (Month/Day/Year)		_X_ Officer (give to				
1049 CAM	08/15	/2008		below) Senio	below) enior VP & CFO				
	4. If A1	nendment, I	Date Original	6. Individual or Joint/Group Filing(Check					
	Filed(M	Ionth/Day/Ye	ear)	Applicable Line)					
THOUSAN	ND OAKS, CA 92	1360			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) 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)	Code	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		

(A)

Α

Price

\$ 19.27

65.0034

\$

(3)

Amount

10,100

10.100 D

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

Code V

M

S

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SEC 1474

(9-02)

Following

Reported

(2)

(4)

Transaction(s)

(Instr. 3 and 4)

49,789.8226

39,689.8226

or Indirect

(Instr. 4)

 $D^{(2)}$

 $D^{(4)}$

(Instr. 4)

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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 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 or 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 Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A on N
Stock Option (right-to-buy)	\$ 19.27	08/15/2008		M		10,100	01/27/2007(1)	01/27/2014	Common Stock	1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHNITTJER DALE A 1049 CAMINO DOS RIOS THOUSAND OAKS, CA 91360

Senior VP & CFO

Signatures

Dale A.
Schnittjer

**Signature of Date

**Signature of Reporting Person

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) The options vested in three equal installments on January 27, 2005, 2006 and 2007.
- Reporting person holds 20,533.8226 shares directly and 29,256 shares held indirectly in The Schnittjer 2002 Trust, Co-Trustees, Dale A.

 (2) Schnittjer and Victoria Lynn Schnittjer. Shares held directly include 2,348.8226 shares acquired under the Employee Stock Purchase Plan based on information received as of January 23, 2008.
- This transaction was executed in multiple trades at prices ranging from \$65.00 to \$65.08. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction is effected
- At the completion of the sale transactions, reporting person holds 10,433.8226 shares directly and 29,256 shares held indirectly in The Schnittjer 2002 Trust, Co-Trustees, Dale A. Schnittjer and Victoria Lynn Schnittjer. Shares held directly include 2,348.8226 shares acquired under the Employee Stock Purchase Plan based on information received as of January 23, 2008.

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.

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