

TELEDYNE TECHNOLOGIES INC
 Form 4
 November 08, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHNITTJER DALE A

2. Issuer Name and Ticker or Trading Symbol
 TELEDYNE TECHNOLOGIES INC [TDY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1049 CAMINO DOS RIOS
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP & CFO

THOUSAND OAKS, CA 91360
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	11/06/2012		M		7,300 (1) \$ 19.27	D	
Common Stock	11/06/2012		M		22,000 A \$ 26.99	D	
Common Stock	11/06/2012		M		22,000 A \$ 32.35	D	
Common Stock	11/06/2012		S		22,000 D \$ 65.5109 (2)	D	
Common Stock	11/06/2012		S		22,000 D \$ 65.6753	D	

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					(3)		
Common	11/06/2012				\$	62,590.072	
Stock		S	7,300	D	65.8509	(5)	D
					(4)		

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

SEC 1474
(9-02)

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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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Option (right--to-buy)	\$ 19.27	11/06/2012		M		7,300		01/27/2005 ⁽⁶⁾	01/27/2014	Common Stock
Non-Employee Director Stock Option (right--to-buy)	\$ 26.99	11/06/2012		M		22,000		01/25/2006 ⁽⁷⁾	01/25/2015	Common Stock
Non-Employee Director Stock Option (right--to-buy)	\$ 32.35	11/06/2012		M		22,000		01/24/2007 ⁽⁸⁾	01/24/2016	Common Stock

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

11/08/2012

__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) Dale A. Schnittjer is retiring as Senior Vice President and Chief Financial Officer effective November 18, 2012. These transactions are part of his retirement planning.

This transaction was executed in multiple trades at prices ranging from \$65.23 to \$65.6980. The price reported above reflects the

(2) weighted average purchase 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 was effected.

This transaction was executed in multiple trades at prices ranging from \$65.56 to \$65.83. The price reported above reflects the weighted

(3) average purchase 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 was effected.

This transaction was executed in multiple trades at prices ranging from \$65.76 to \$66.02. The price reported above reflects the weighted

(4) average purchase 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 was effected.

At the completion of the transactions, Reporting Person holds 10,623.072 shares directly and 51,967 shares held indirectly in The

(5) Schnittjer 2002 Trust, Co-Trustees, Dale A. Schnittjer and Victoria Lynn Schnittjer. Shares held directly include 2,927.07 shares acquired under the Employee Stock Purchase Plan based on information received as of January 24, 2012.

(6) The options vest in three equal annual installments beginning January 27, 2005.

(7) The options vest in three equal annual installments beginning January 25, 2006.

(8) The options vest in three equal annual installments beginning January 24, 2007.

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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