

TELEDYNE TECHNOLOGIES INC
Form 4
November 15, 2016

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 *
SMITH MICHAEL T

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)
11/14/2016

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

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/14/2016		M			891	A	\$ 26.94	32,061	D	
Common Stock	11/14/2016		M			342	A	\$ 26.31	32,403	D	
Common Stock	11/14/2016		M			240	A	\$ 25.04	32,643	D	
Common Stock	11/14/2016		M			330	A	\$ 27.26	32,973	D	
Common Stock	11/14/2016		M			98	A	\$ 30.66	33,071	D	

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Common Stock	11/14/2016	M	4,000	A	\$ 46	37,071	D
Common Stock	11/14/2016	M	648	A	\$ 30.84	37,719	D
Common Stock	11/14/2016	M	302	A	\$ 29.78	38,021	D
Common Stock	11/14/2016	M	87	A	\$ 34.32	38,108	D
Common Stock	11/14/2016	M	241	A	\$ 37.29	38,349	D
Common Stock	11/14/2016	S	3,927	D	\$ 119.6021 (1)	34,422	D
Common Stock	11/14/2016	S	1,779	D	\$ 120.169 (2)	32,643 (3)	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option (right-to-buy)	\$ 26.94	11/14/2016		M	891	01/02/2008 01/02/2017		Common Stock	891
Non-Employee Director Stock Option (right-to-buy)	\$ 26.31	11/14/2016		M	342	01/23/2008 01/23/2017		Common Stock	342
	\$ 25.04	11/14/2016		M	240	02/20/2008 02/20/2017			240

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) This transaction was executed in multiple trades at prices ranging from \$119.0801 to \$120.0500. The price reported above reflects the weighted average sales 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.

(2) This transaction was executed in multiple trades at prices ranging from \$120.0900 to \$120.2401. The price reported above reflects the weighted average sales 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.

(3) Reporting Person holds 32,643 shares directly and 200 shares owned by Mr. Smith's wife, beneficial ownership of which is disclaimed.

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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