

SMITH MICHAEL T
Form 4
April 22, 2010

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2010

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

1049 CAMINO DOS RIOS

(Street)

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

THOUSAND OAKS, CA 91360

(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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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 control number.

SEC 1474 (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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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For	Against	Abstain	Broker Non-Votes
59,411,982	1,547,644	82,501	5,700,549

Phupinder S. Gill (Approved)

For	Against	Abstain	Broker Non-Votes
60,027,090	931,930	83,107	5,700,549

Michael J. Small (Approved)

For	Against	Abstain	Broker Non-Votes
60,086,254	861,037	94,836	5,700,549

Peter J. Henseler (Approved)

For	Against	Abstain	Broker Non-Votes
60,177,409	775,950	88,768	5,700,549

Proposal 2 (Approved) - Advisory (non-binding) vote ratifying the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2011.

For	Against	Abstain	Broker Non-Votes
65,190,472	1,306,983	245,221	

Proposal 3 (Approved) - Advisory (non-binding) vote approving executive compensation.

For	Against	Abstain	Broker Non-Votes
56,640,269	3,160,837	1,241,021	5,700,549

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

First Midwest Bancorp, Inc.
(Registrant)

Date: May 19, 2011

/s/ CYNTHIA A. LANCE

By: Cynthia A. Lance
Executive Vice President and
Corporate Secretary

