

TELEDYNE TECHNOLOGIES INC

Form 4

January 27, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
01/25/2011

____ Director ____ 10% Owner
____X____ 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)
____X____ 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)
Common Stock <u>(1)</u>	01/25/2011		A	2,621 <u>(1)</u>	A \$ 0 56,909.9916	D	
Common Stock <u>(2)</u>	01/25/2011		D	393 <u>(2)</u>	D \$ 0 56,516.9916 <u>(3)</u>	D <u>(3)</u>	

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

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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 Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right-to-buy)	\$ 46.86	01/25/2011		A	15,000 (4)	01/25/2012 ⁽⁴⁾ 01/25/2021	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 by Melanie S. Cibik pursuant to Power of Attorney previously filed with SEC. 01/27/2011

__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 restricted shares issued to the Reporting Person under the 2011 - 2013 Restricted Stock Award Program.

(2) Represents shares forfeited pursuant to the January 22, 2008 Restricted Stock Award Agreement.

Reporting person holds 12,798.9916 shares directly and 43,718 shares held indirectly in The Schnittjer 2002 Trust, Co-Trustees, Dale A. (3) Schnittjer and Victoria Lynn Schnittjer. Shares held directly include 2,799.9916 shares acquired under the Employee Stock Purchase Plan based on information received as of December 31, 2010.

(4) The options vest in three equal annual installments beginning January 25, 2012.

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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