TELEDYNE TECHNOLOGIES INC

Form 4

February 19, 2014

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

OMB Number:

3235-0287 January 31,

2005

0.5

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: Estimated average

burden hours per

OMB APPROVAL

response...

Form 4 or 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SMITH MICHAEL T

TELEDYNE TECHNOLOGIES INC

(Check all applicable)

[TDY]

(Last)

(Middle)

3. Date of Earliest Transaction

X Director 10% Owner Other (specify Officer (give title

(Month/Day/Year)

02/18/2014

below)

6. Individual or Joint/Group Filing(Check

1049 CAMINO DOS RIOS

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 3, 4 and 5)

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership

(Instr. 4)

Following Reported Transaction(s)

Owned

(A) or

(Instr. 3 and 4) 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of Derivative Security Conversion (Month/Day/Year) **Expiration Date Underlying Securities** Execution Date, if TransactionNumber or Exercise (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Code any of

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	So A (A D of (I	Deriva decurit Acquir A) or Dispos of (D) Instr.	red sed 3,				
				Code V	7 (2	A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock	\$ 63.2 <u>(1)</u>	02/18/2014		A		9 5		02/18/2015	02/18/2024	Common	95 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
SMITH MICHAEL T							
1049 CAMINO DOS RIOS	X						
THOUSAND OAKS, CA 91360							

Signatures

(right--to-buy)

Michael T. Smith by Melanie S. Cibik pursuant to Power of Attorney previously filed with SEC.

02/19/2014

**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 stock options (right-to-buy) issued to the Reporting Person as meeting fees under the Teledyne Technologies Incorporated Amended and Restated 2008 Incentive Award Plan Non-Employee Director Administrative Rules.

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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