

TELEDYNE TECHNOLOGIES INC
 Form 4
 October 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 10/16/2014

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 or Price (A) or (D) | | |
| Common Stock | 10/16/2014 | | M | | 613 A \$ 19.55 | 23,064 | D |
| Common Stock | 10/16/2014 | | M | | 377 A \$ 17.99 | 23,441 | D |
| Common Stock | 10/16/2014 | | M | | 115 A \$ 20.87 | 23,556 | D |
| Common Stock | 10/16/2014 | | M | | 236 A \$ 20.33 | 23,792 | D |
| Common Stock | 10/16/2014 | | M | | 240 A \$ 18.26 | 24,032 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 10/16/2014 | M | 123 | A | \$ 19.51 | 24,155 | D |
| Common Stock | 10/16/2014 | M | 110 | A | \$ 21.78 | 24,265 | D |
| Common Stock | 10/16/2014 | M | 548 | A | \$ 21.89 | 24,813 | D |
| Common Stock | 10/16/2014 | M | 701 | A | \$ 22.79 | 25,514 | D |
| Common Stock | 10/16/2014 | M | 117 | A | \$ 25.57 | 25,631 | D |
| Common Stock | 10/16/2014 | M | 122 | A | \$ 24.48 | 25,753 | D |
| Common Stock | 10/16/2014 | M | 127 | A | \$ 23.54 | 25,880 | D |
| Common Stock | 10/16/2014 | M | 438 | A | \$ 20.5 | 26,318 | D |

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

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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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Employee Director Stock Option (right--to-buy) | \$ 19.55 | 10/16/2014 | | M | 613 | 01/03/2006 01/03/2015 | Common Stock | 613 | |
| Non-Employee Director Stock Option | \$ 17.99 | 10/16/2014 | | M | 377 | 01/25/2006 01/25/2015 | Common Stock | 377 | |

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| | | | | | | | | | |
|--|----------|------------|---|-----|------------|------------|-----------------|-----|--|
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 20.87 | 10/16/2014 | M | 115 | 02/17/2006 | 02/17/2015 | Common Stock | 115 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 20.33 | 10/16/2014 | M | 236 | 02/22/2006 | 02/22/2015 | Common Stock | 236 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 18.26 | 10/16/2014 | M | 240 | 04/26/2006 | 04/26/2015 | Common Stock | 240 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 19.51 | 10/16/2014 | M | 123 | 04/27/2006 | 04/27/2015 | Common Stock | 123 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 21.78 | 10/16/2014 | M | 110 | 06/28/2006 | 06/28/2015 | Common Stock | 110 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 21.89 | 10/16/2014 | M | 548 | 07/01/2006 | 07/01/2015 | Common Stock | 548 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 22.79 | 10/16/2014 | M | 701 | 07/26/2006 | 07/26/2015 | Common Stock | 701 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 24.48 | 10/16/2014 | M | 122 | 08/23/2006 | 08/23/2015 | Common Stock | 122 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 23.54 | 10/16/2014 | M | 127 | 10/25/2006 | 10/25/2015 | Common Stock | 127 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 20.5 | 10/16/2014 | M | 438 | 12/14/2006 | 12/14/2015 | Common Stock | 438 | |
| (right--to-buy) | | | | | | | | | |
| Non-Employee Director Stock Option | \$ 25.57 | 10/16/2014 | M | 117 | 08/03/2006 | 08/03/2015 | Common Stock | 117 | |
| (right--to-buy) | | | | | | | | | |

Reporting Owners

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

Signatures

Michael T. Smith by S. Paul Sassalos pursuant to Power of Attorney previously filed with SEC.

10/16/2014

__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).

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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