

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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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)

THOUSAND OAKS, CA 91360

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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		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)			
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)	8. 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

Option Type	Exercise Price	Grant Date	Expiration Date	Number of Shares	Underlying Shares	Expiry Date	Common Stock
Non-Employee Director Stock Option (right-to-buy)							Common Stock
Non-Employee Director Stock Option (right-to-buy)	\$ 27.26	11/14/2016	M	330	04/24/2008	04/24/2017	Common Stock
Non-Employee Directors Stock Option (right-to-buy)	\$ 30.66	11/14/2016	M	98	04/25/2008	04/24/2017	Common Stock
Non-Employee Director Stock Option (right-to-buy)	\$ 46	11/14/2016	M	4,000	04/25/2008	04/25/2017	Common Stock
Non-Employee Director Stock Option (right-to-buy)	\$ 30.84	11/14/2016	M	648	07/02/2008	07/20/2017	Common Stock
Non-Employee Director Stock Option (right-to-buy)	\$ 29.78	11/14/2016	M	302	07/24/2008	07/24/2017	Common Stock
Non-Employee Director Stock Option (right-to-buy)	\$ 34.32	11/14/2016	M	87	10/23/2008	10/23/2017	Common Stock
Non-Employee Director Stock Option (right-to-buy)	\$ 37.29	11/14/2016	M	241	12/11/2008	12/11/2017	Common Stock

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. 11/15/2016

**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) 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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