

SMITH MICHAEL T
Form 4
December 20, 2012

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)
12/19/2012

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 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) | Price |
| Common Stock | 12/19/2012 | | M | | | 215 | A | \$ 9.28 | 18,043 | D | |
| Common Stock | 12/19/2012 | | M | | | 253 | A | \$ 9.47 | 18,296 | D | |
| Common Stock | 12/19/2012 | | M | | | 705 | A | \$ 9.64 | 19,001 | D | |
| Common Stock | 12/19/2012 | | M | | | 484 | A | \$ 9.92 | 19,485 | D | |
| Common Stock | 12/19/2012 | | M | | | 197 | A | \$ 12.15 | 19,682 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------------------------|--------|---|
| Common Stock | 12/19/2012 | M | 4,000 | A | \$ 14.22 | 23,682 | D |
| Common Stock | 12/19/2012 | M | 1,341 | A | \$ 8.95 | 25,023 | D |
| Common Stock | 12/19/2012 | S | 5,854 | D | \$ 63.7201 <u>(1)</u> | 19,169 | D |

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 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) | \$ 9.28 | 12/19/2012 | | M | 215 | 04/22/2004 04/22/2013 | Common Stock | 2 |
| Non-Employee Stock Option (right-to-buy) | \$ 9.47 | 12/19/2012 | | M | 253 | 04/23/2004 04/23/2013 | Common Stock | 2 |
| Non-Employee Director Stock Option (right-to-buy) | \$ 14.22 | 12/19/2012 | | M | 4,000 | 04/23/2004 04/23/2013 | Common Stock | 4,000 |
| Non-Employee Director Stock Option (right-to-buy) | \$ 9.64 | 12/19/2012 | | M | 705 | 07/22/2004 07/22/2013 | Common Stock | 705 |
| Non-Employee Director Stock Option | \$ 9.92 | 12/19/2012 | | M | 484 | 10/21/2004 10/21/2013 | Common Stock | 484 |

(right--to-buy)

Non-Employee

| | | | | | | | | |
|-----------------------|----------|------------|---|-----|------------|------------|--------------|---|
| Director Stock Option | \$ 12.15 | 12/19/2012 | M | 197 | 12/17/2004 | 12/17/2013 | Common Stock | 1 |
|-----------------------|----------|------------|---|-----|------------|------------|--------------|---|

(right-to-buy)

Non-Employee

| | | | | | | | | |
|-----------------------|---------|------------|---|-------|------------|------------|--------------|-----|
| Director Stock Option | \$ 9.92 | 12/19/2012 | M | 1,341 | 10/21/2004 | 10/21/2013 | Common Stock | 1,3 |
|-----------------------|---------|------------|---|-------|------------|------------|--------------|-----|

(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 Melanie S. Cibik pursuant to Power of Attorney previously filed with SEC. 12/20/2012

__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).

This transaction was executed in multiple trades at prices ranging from \$63.36 to \$64.10. The price reported above reflects the weighted (1) average purchase 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.

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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