RICHEY VICTOR L JR
Form 4
February 10, 2011

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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 *
RICHEY VICTOR L JR

(Last) (First) (Middle)

9900 CLAYTON ROAD, SUITE A

(Street)

ST LOUIS, MO 63124

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ESCO TECHNOLOGIES INC [ESE]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, CEO & President

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2011		S		5,965	D	$ 40.32 (1) (2)	356,923	D	
Common Stock	02/08/2011		M		6,011	A	$ 12.64	362,934	D	
Common Stock	02/08/2011		S		6,011	D	$ 40.3 (1) (2)	356,923	D	
Common Stock	02/08/2011		M		11,736	A	$ 12.64	368,659	D	
Common Stock	02/08/2011		F		3,672	D	$ 40.39	364,987	D	

Common Stock	02/08/2011		M	6,888	A	$ 14.52	371,875	D
Common Stock	02/08/2011		F	2,476	D	$ 40.39	369,399	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
Employee Stock Option (Right to Buy)	$ 12.64	02/08/2011		M			6,011	(3)	10/17/2011	Common Stock	6,011
Employee Stock Option (Right to Buy)	$ 12.64	02/08/2011		M			11,736	(5)	10/17/2011	Common Stock	11,736
Employee Stock Option (Right to Buy)	$ 14.52	02/08/2011		M			6,888	08/05/2005	08/05/2012	Common Stock	6,888

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHEY VICTOR L JR 9900 CLAYTON ROAD	X		Chairman, CEO & President	

SUITE A
ST LOUIS, MO 63124

Signatures

V. L. Richey	02/10/2011
**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)** Weighted average price - range $40.18 to $40.58
- **(2)** The reporting person will provide, upon request of the Commission staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- **(3)** 9,332 shares on 10/17/2002 5,510 shares on 10/17/2003 1,422 shares on 10/17/2004
- **(4)** Not applicable
- **(5)** 3,824 shares on 10/17/2003 7,912 shares on 10/17/2004

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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