

TELEDYNE TECHNOLOGIES INC
 Form 4
 November 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
 VON SCHACK WESLEY W

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)
 11/20/2012

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 | | |
| Common Stock | 11/20/2012 | | M | | 2,000 A \$ 33.98 | 12,615 | D |
| Common Stock | 11/20/2012 | | M | | 742 A \$ 26.94 | 13,357 | D |
| Common Stock | 11/20/2012 | | M | | 648 A \$ 30.84 | 14,005 | D |
| Common Stock | 11/20/2012 | | S | | 742 D \$ 62.2339 | 13,263 | D |
| Common Stock | 11/20/2012 | | S | | 648 D \$ 62.1849 | 12,615 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|-----|---------|--------|---|
| | | | | | (2) | | | |
| | | | | | \$ | | | |
| Common Stock | 11/20/2012 | | S | 2,000 | D | 62.2564 | 10,615 | D |
| | | | | | | (3) | | |

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

SEC 1474
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Employee Director Stock Option (right--to-buy) | \$ 26.94 | 11/20/2012 | | M | 742 | 01/02/2008 01/02/2017 | Common Stock |
| Non-Employee Director Stock Option (right--to-buy) | \$ 30.84 | 11/20/2012 | | M | 648 | 07/02/2008 07/02/2017 | Common Stock |
| Non-Employee Director Stock Option (right--to-buy) | \$ 33.98 | 11/20/2012 | | M | 2,000 | 07/25/2007 07/25/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VON SCHACK WESLEY W 1049 CAMINO DOS RIOS THOUSAND OAKS, CA 91360 | X | | | |

Signatures

Wesley W. von Schack by Melanie S. Cibik pursuant to Power of Attorney previously filed with SEC.

11/21/2012

__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).

(1) This transaction was executed in multiple trades at prices ranging from \$62.18 to \$62.26. The price reported above reflects the weighted 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.

(2) This transaction was executed in multiple trades at prices ranging from \$62.15 to \$62.25. The price reported above reflects the weighted 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.

(3) This transaction was executed in multiple trades at prices ranging from \$62.21 to \$62.28. The price reported above reflects the weighted 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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