

TELEDYNE TECHNOLOGIES INC
Form 4
March 03, 2006

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 *
MEHRABIAN ROBERT

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)
12333 W. OLYMPIC BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2006

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

LOS ANGELES, CA 90064

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 | 03/01/2006 | | A | | 228,400 | A | \$ 8.94 |
| | | | | | 409,252 ⁽¹⁾ | D ⁽¹⁾ | |
| Common Stock | 03/01/2006 | | S | | 194,600 | D | \$ 35 |
| Common Stock | 03/01/2006 | | S | | 1,300 | D | \$ 35.01 |
| Common Stock | 03/01/2006 | | S | | 1,900 | D | \$ 35.02 |
| Common Stock | 03/01/2006 | | S | | 2,900 | D | \$ 35.03 |

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| | | | | | | | |
|--------------|------------|-------------------------|--------------------|---|----------|------------------------|------------------|
| Common Stock | 03/01/2006 | S | 2,200 | D | \$ 35.04 | 206,352 | D |
| Common Stock | 03/01/2006 | S | 8,900 | D | \$ 35.05 | 197,452 | D |
| Common Stock | 03/01/2006 | S | 300 | D | \$ 35.06 | 197,152 | D |
| Common Stock | 03/01/2006 | S | 300 | D | \$ 35.07 | 196,852 | D |
| Common Stock | 03/01/2006 | S | 1,600 | D | \$ 35.08 | 195,252 | D |
| Common Stock | 03/01/2006 | S | 1,100 | D | \$ 35.1 | 194,152 | D |
| Common Stock | 03/01/2006 | S | 1,000 | D | \$ 35.11 | 193,152 | D |
| Common Stock | 03/01/2006 | S | 600 | D | \$ 35.12 | 192,552 | D |
| Common Stock | 03/01/2006 | S | 1,000 | D | \$ 35.13 | 191,552 | D |
| Common Stock | 03/01/2006 | S | 1,200 | D | \$ 35.14 | 190,352 | D |
| Common Stock | 03/01/2006 | S | 1,800 | D | \$ 35.15 | 188,552 | D |
| Common Stock | 03/01/2006 | S | 1,800 | D | \$ 35.16 | 186,752 | D |
| Common Stock | 03/01/2006 | S | 1,300 | D | \$ 35.17 | 185,452 | D |
| Common Stock | 03/01/2006 | S | 2,900 | D | \$ 35.18 | 182,552 | D |
| Common Stock | 03/01/2006 | S | 100 | D | \$ 35.2 | 182,452 | D |
| Common Stock | 03/01/2006 | S | 200 | D | \$ 35.21 | 182,252 | D |
| Common Stock | 03/01/2006 | S | 1,100 | D | \$ 35.22 | 181,152 | D |
| Common Stock | 03/01/2006 | S | 300 | D | \$ 35.23 | 180,852 | D |
| Common Stock | 03/02/2006 | A | 800 | A | \$ 9.67 | 181,652 | D |
| Common Stock | 03/02/2006 | <u>S</u> ⁽³⁾ | 800 ⁽³⁾ | D | \$ 35 | 180,852 ⁽²⁾ | D ⁽²⁾ |

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Stock Option (right-to-buy) | \$ 8.94 | 03/01/2006 | | D | 288,400 | 11/30/2000 11/30/2009 | Common Stock |
| Stock Option (right-to-buy) | \$ 9.67 | 03/02/2006 | | D | 800 | 01/25/2001 01/25/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MEHRABIAN ROBERT 12333 W. OLYMPIC BLVD. LOS ANGELES, CA 90064 | | | Chariman, President & CEO | |

Signatures

Robert Mehrabian by Melanie S. Cibik pursuant to Power of Attorney previously filed with SEC. 03/03/2006

__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) Reporting person holds 278,650 shares directly and 130,602 shares held indirectly by The Mehrabian Living Trust, Robert Mehrabian and Victoria A. Mehrabian, Trustees.
- (2) With the completion of the 25 transactions listed on this Form 4, Reporting person holds 50,250 shares directly and 130,602 shares held indirectly by The Mehrabian Living Trust, Robert Mehrabian and Victoria A. Mehrabian, Trustees.
- (3) All of these 23 sales (totaling 229,200 shares) are part of a previously announced Rule 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.