

CAHOUE T FRANK V
Form 4
April 25, 2013

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 *
CAHOUE T FRANK V

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)
04/23/2013

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)
				(A) or (D)	Price		
				Code	V	Amount	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
<u>(1)</u> Phantom Stock	\$ 0 <u>(1)</u>	04/23/2013	A		60,7698 <u>(1)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock
<u>(2)</u> Phantom Stock	\$ 0 <u>(2)</u>	04/24/2013	A		19,9654 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock
<u>(3)</u> Non-Employee Director Stock Option (right--to-buy)	\$ 75.13 <u>(3)</u>	04/24/2013	A		4,000 <u>(3)</u>	04/24/2014		04/24/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAHOUET FRANK V 1049 CAMINO DOS RIOS THOUSAND OAKS, CA 91360		X		

Signatures

Frank V. Cahouet by Melanie S. Cibik pursuant to Power of Attorney filed herewith. 04/25/2013

__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) Represents shares of phantom stock issued to Reporting Person as meeting fees under the Teledyne Technologies Incorporated Amended and Restated 2008 Incentive Award Plan - Non-Employee Director Administrative Rules and Executive Deferred Compensation Plan, payable in cash upon the reporting person's termination of service as a director.
 - (2) Represents shares of phantom stock issued to Reporting Person as meeting fees under the Teledyne Technologies Incorporated Amended and Restated 2008 Incentive Award Plan - Non-Employee Director Administrative Rules and Executive Deferred Compensation Plan, payable in cash upon the reporting person's termination of service as a director.
 - (3) Represents annual stock option grant automatically issued after the Annual Meeting to Non-Employee Directors under the Teledyne Technologies Incorporated Amended and Restated 2008 Incentive Award Plan - Non-Employee Director Administrative Rules.

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.