ESCO TECHNOLOGIES INC

Form 4

August 25, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

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OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **BARCLAY ALYSON S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

C/O ESCO TECHNOLOGIES

ESCO TECHNOLOGIES INC [ESE]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

08/21/2009

(Check all applicable)

10% Owner Other (specify

_X__ Officer (give title below)

Sr. VP, Sec. & Gen. Coun.

(Street)

INC., 9900 A CLAYTON ROAD

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ST. LOUIS, MO 63124

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	ransactiomr Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8) (A) or		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)	
Common Stock	08/21/2009		M	30,000	A	\$ 5.81	120,516	D	
Common Stock	08/21/2009		F	4,418	D	\$ 39.45	116,098	D	
Common Stock	08/21/2009		M	3,056	A	\$ 35.18	119,154	D	
Common Stock	08/21/2009		F	2,725	D	\$ 39.45	116,429	D	
Common Stock	08/21/2009		M	1,544	A	\$ 35.18	117,973	D	

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Common Stock	08/21/2009	F	1,522	D	\$ 39.45	116,451	D
Common Stock	08/21/2009	S	25,000	D	\$ 39.4478 (1) (2)	91,451	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 actionDerivative Securities 8) 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)	\$ 5.81	08/21/2009		M		30,000	(3)	11/11/2009	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 35.18	08/21/2009		M		3,056	<u>(5)</u>	10/04/2009	Common Stock	3,056
Employee Stock Option (Right to Buy)	\$ 35.18	08/21/2009		M		1,544	<u>(6)</u>	10/04/2009	Common Stock	1,544

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

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BARCLAY ALYSON S C/O ESCO TECHNOLOGIES INC. 9900 A CLAYTON ROAD ST. LOUIS, MO 63124 Sr. VP, Sec. & Gen. Coun.

Signatures

Alyson S. 08/25/2009 Barclay

**Signature of Date
Reporting Person

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 \$39.10 \$39.95
- (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 ech separate price.
- (3) 10,000 shares on each of 11-11-2000; 11-11-2001 and 11-11-2002
- (4) Not applicable
- (5) 1,528 shares on each of 10-4-2006 and 10-4-2007
- (6) 1,532 shares on 10-4-2005; 6 shares on 10-4-2006 and 6 shares on 10-4-2007

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.

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