First Pacific Advisors, LP
Form 4
November 08, 2018

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 *
First Pacific Advisors, LP

(Last) (First) (Middle)

11601 WILSHIRE BLVD., SUITE 1200

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ESTERLINE TECHNOLOGIES CORP [ESL]

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	11/06/2018		S		77,404	D	$ 117.5532 (1)	2,553,497	I	See Footnotes (2) (3)
Common Stock	11/07/2018		S		33,531	D	$ 117.4306 (4)	2,519,966	I	See Footnotes (2) (3)
Common Stock								25,431	I	See Footnotes (5) (10) (11) (12)

Common Stock	39,561	I	See Footnotes (6) (10) (11) (12)
Common Stock	7,005	I	See Footnotes (7) (10) (11) (12)
Common Stock	63,852	I	See Footnotes (8) (10) (11) (12)
Common Stock	15,069	I	See Footnotes (9) (10) (11) (12)

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
First Pacific Advisors, LP 11601 WILSHIRE BLVD.		X		

SUITE 1200 LOS ANGELES, CA 90025			
FPA FUNDS TRUST 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025		X	
ATWOOD J RICHARD 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025		X	
ROMICK STEVEN T 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025		X	
Selmo Brian A. 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025		X	
Landecker Mark 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025		X	

Signatures

FIRST PACIFIC ADVISORS, LP, Name: /s/ J. Richard Atwood, Title: Director of General Partner	11/08/2018
**Signature of Reporting Person	Date
FPA CRESCENT FUND, A SERIES OF FPA FUNDS TRUST, Name: /s/ J. Richard Atwood, Title: President	11/08/2018
**Signature of Reporting Person	Date
J. RICHARD ATWOOD, Name: /s/ J. Richard Atwood	11/08/2018
**Signature of Reporting Person	Date
STEVEN T. ROMICK, Name: /s/ Steven T. Romick	11/08/2018
**Signature of Reporting Person	Date
BRIAN A. SELMO, Name: /s/ Brian A. Selmo	11/08/2018
**Signature of Reporting Person	Date
MARK LANDECKER, Name: /s/ Mark Landecker	11/08/2018
**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) The sale price for common stock of Esterline Technologies Corporation (the "Issuer") reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $117.5050 to $117.63, inclusive. The reporting persons

undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (4) to this Form 4.

(2) Shares of common stock of the Issuer held directly by FPA Crescent Fund, a series of FPA Funds Trust ("FPA Crescent Fund"). First Pacific Advisors, LP ("FPA") is the investment adviser of FPA Crescent Fund and may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund. In addition, Mr. J. Richard Atwood may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as a director and officer of the general partner of FPA.

(3) (Continued from Footnote 2) Mr. Steven T. Romick may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as a Portfolio Manager of FPA Crescent Fund and a director and officer of the general partner of FPA. Messrs. Brian Selmo and Mark Landecker may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as Portfolio Managers of FPA Crescent Fund. FPA only receives an asset-based management fee for serving as investment adviser to FPA Crescent Fund and therefore does not have any pecuniary interest in the securities of the Issuer held by FPA Crescent Fund.

(4) The sale price for common stock of the Issuer reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $117.39 to $117.51, inclusive.

(5) Shares of common stock of the Issuer held directly by FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye"). FPA serves as manager of and investment adviser to FPA Hawkeye.

(6) Shares of common stock of the Issuer held directly by FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye-7"). FPA serves as manager of and investment adviser to FPA Hawkeye-7.

(7) Shares of common stock of the Issuer held directly by FPA Select Fund, L.P. ("FPA Select"). FPA serves as general partner of and investment adviser to FPA Select.

(8) Shares of common stock of the Issuer held directly by FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC ("FPA Global Opportunity"). FPA serves as manager of and investment adviser to FPA Global Opportunity.

(9) Shares of common stock of the Issuer held directly by FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC ("FPA Value Partners", and together with FPA Global Opportunity, FPA Select, FPA Hawkeye-7 and FPA Hawkeye, the "Private Investment Funds").

(10) FPA may be deemed to share voting and/or investment power over the securities of the Issuer held by each of the Private Investment Funds as the investment adviser to and manager or general partner, as applicable, of each of the Private Investment Funds. In addition, Mr. Atwood may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds as a director and officer of the general partner of FPA. Mr. Romick may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Hawkeye and FPA Hawkeye-7, as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a director and officer of the general partner of FPA.

(11) (Continued from Footnote 10) Mr. Selmo may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Select and FPA Value Partners, as Portfolio Manager of such funds. Mr. Landecker may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Global Opportunity and FPA Select as Portfolio Manager of such funds. FPA and Messrs. Atwood and Romick, and Messrs. Selmo and Landecker with regard to funds for which they serve as a Portfolio Manager, may be deemed to have a pecuniary interest in a portion of the securities held directly by the Private Investment Funds due to FPA's right to receive performance-based allocations and their respective ownership interests in such Private Investment Funds, as applicable.

(12) (Continued from Footnote 11) Each of FPA and Messrs. Atwood, Romick, Selmo and Landecker disclaims beneficial ownership of securities of the Issuer held directly by the Private Investment Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of FPA or Messrs. Atwood, Romick, Selmo or Landecker is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Remarks:

First Pacific Advisors, LP ("FPA") may be deemed to exercise voting and/or investment power over securities of Esterline Tec

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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Explanation of Responses: