

ESCO TECHNOLOGIES INC
Form 4
August 18, 2005

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 *
RICHEY VICTOR L JR

(Last) (First) (Middle)

C/O ESCO TECHNOLOGIES, 8888
LADUE ROAD

(Street)

ST. LOUIS, MO 63124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ESCO TECHNOLOGIES INC [ESE]

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

08/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN & CHIEF EXECUTIVE OFF

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 08/16/2005 | | S | 200 | D \$ 107.84 | 89,720 | D |
| COMMON STOCK | 08/16/2005 | | S | 2.08 | D \$ 107.86 | 89,717.92 | D |
| COMMON STOCK | 08/16/2005 | | S | 225.55 | D \$ 107.88 | 89,492.37 | D |
| COMMON STOCK | 08/16/2005 | | S | 172.15 | D \$ 107.89 | 89,320.22 | D |
| COMMON STOCK | 08/16/2005 | | S | 100 | D \$ 107.94 | 89,220.22 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------|---|
| COMMON STOCK | 08/16/2005 | S | 0.24 | D | \$ 107.96 | 89,219.99 | D |
| COMMON STOCK | 08/16/2005 | S | 400 | D | \$ 107.97 | 88,819.99 | D |
| COMMON STOCK | 08/16/2005 | S | 200 | D | \$ 108.01 | 88,619.99 | D |
| COMMON STOCK | 08/16/2005 | S | 200 | D | \$ 108.03 | 88,419.99 | D |
| COMMON STOCK | 08/16/2005 | S | 200 | D | \$ 108.04 | 88,219.99 | D |
| COMMON STOCK | 08/16/2005 | S | 500 | D | \$ 108.06 | 87,719.99 | D |
| COMMON STOCK | 08/16/2005 | S | 200 | D | \$ 108.09 | 87,519.99 | D |
| COMMON STOCK | 08/16/2005 | S | 200 | D | \$ 108.1 | 87,319.99 | D |
| COMMON STOCK | 08/16/2005 | S | 200 | D | \$ 108.55 | 87,119.99 | D |
| COMMON STOCK | 08/16/2005 | S | 600 | D | \$ 108.61 | 86,519.99 | D |
| COMMON STOCK | 08/16/2005 | S | 200 | D | \$ 108.78 | 86,319.99 | D |
| COMMON STOCK | 08/16/2005 | S | 200 | D | \$ 108.83 | 86,119.99 | D |
| COMMON STOCK | 08/16/2005 | S | 400 | D | \$ 108.89 | 85,719.99 | D |
| COMMON STOCK | 08/16/2005 | S | 500 | D | \$ 108.92 | 85,219.99 | D |
| COMMON STOCK | 08/16/2005 | S | 600 | D | \$ 108.96 | 84,619.99 | D |
| COMMON STOCK | 08/16/2005 | S | 300 | D | \$ 109.36 | 84,320 | D |
| COMMON STOCK | 08/16/2005 | M | 11,963 | A | \$ 11.625 | 96,283 | D |
| COMMON STOCK | 08/16/2005 | M | 2,112 | A | \$ 10.7813 | 98,395 | D |
| COMMON STOCK | 08/16/2005 | M | 1,888 | A | \$ 10.7813 | 100,283 | D |
| COMMON STOCK | 08/16/2005 | F | 187 | D | \$ 108.38 | 100,096 | D |
| | 08/16/2005 | M | 845 | A | \$ 11.625 | 100,941 | D |

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COMMON
STOCK

COMMON STOCK 08/16/2005 F 90 D \$ 108.38 100,851 D

COMMON STOCK 08/17/2005 G 460 D \$ 0 100,391 D

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 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 |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 11.625 | 08/16/2005 | | M | 11,963 | ⁽¹⁾ 11/11/2009 | COMMON STOCK |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 10.7813 | 08/16/2005 | | M | 2,112 | ⁽³⁾ 02/09/2009 | COMMON STOCK |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 10.7813 | 08/16/2005 | | M | 1,888 | ⁽⁴⁾ 02/09/2009 | COMMON STOCK |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 11.625 | 08/16/2005 | | M | 845 | 11/11/2002 11/11/2009 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHEY VICTOR L JR C/O ESCO TECHNOLOGIES 8888 LADUE ROAD ST. LOUIS, MO 63124 | X | | CHAIRMAN & CHIEF EXECUTIVE OFF | |

Signatures

V. L. RICHEY 08/18/2005

__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) 5,000 SHARES - 11-11-2000, 5,000 SHARES - 11/11/2001, 1,963 SHARES - 11-11-2002
- (2) NOT APPLICABLE
- (3) 1,822 SHARES - 10-01-2000, 290 SHARES - 10-01-2001
- (4) 4,178 SHARES - 10-01-2000, 5,710 SHARES - 10-01-2001, 6,000 SHARES - 10-01-2002

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.