

ESCO TECHNOLOGIES INC

Form 4

September 01, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O ESCO TECHNOLOGIES, 9900  
A CLAYTON 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)  
**08/31/2011**

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)

Sr VP, Secretary & Gen Coun

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 08/31/2011                              |                                                             | S                                       |                                                                         | 3,500                                                                                                              | D                                                                    | \$<br>31.13<br>(1)                      |
| Common<br>Stock                       | 08/31/2011                              |                                                             | M                                       |                                                                         | 9,612                                                                                                              | A                                                                    | \$<br>12.64                             |
| Common<br>Stock                       | 08/31/2011                              |                                                             | F                                       |                                                                         | 3,935                                                                                                              | D                                                                    | \$<br>30.87                             |

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 12.64                                                           | 08/31/2011                              |                                                             | M                                    | 9,612                                                                                                           | (2) 10/17/2011                                                 | Common<br>Stock                                                     | 9,612                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships                                                   |
|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| BARCLAY ALYSON S<br>C/O ESCO TECHNOLOGIES<br>9900 A CLAYTON ROAD<br>ST. LOUIS, MO 63124 | Director 10% Owner Officer Other<br>Sr VP, Secretary & Gen Coun |

## Signatures

A. S. Barclay 09/01/2011  
 \_\_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).

Weighted average price is \$31.13. Sold in multiple transactions with a price-range \$31.03-\$31.20. The reporting person will provide,

(1) upon request, to the Commission staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) 4278 shares on 10/17/2003; 5,334 shares on 10/17/2004

(3) Not applicable

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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