

ESCO TECHNOLOGIES INC
Form 4
August 25, 2009

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 *
BARCLAY ALYSON S

(Last) (First) (Middle)

**C/O ESCO TECHNOLOGIES
INC., 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)

08/21/2009

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, Sec. & 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 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	08/21/2009		M		30,000	A	\$ 5.81
Common Stock	08/21/2009		F		4,418	D	\$ 39.45
Common Stock	08/21/2009		M		3,056	A	\$ 35.18
Common Stock	08/21/2009		F		2,725	D	\$ 39.45
Common Stock	08/21/2009		M		1,544	A	\$ 35.18

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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 <u>(1)</u> <u>(2)</u>	91,451	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				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	<u>(3)</u> 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

BARCLAY ALYSON S
C/O ESCO TECHNOLOGIES INC.
9900 A CLAYTON ROAD
ST. LOUIS, MO 63124

Sr. VP,
Sec. &
Gen. Coun.

Signatures

Alyson S.
Barclay

08/25/2009

**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) 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 each 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.