

RICHEY VICTOR L JR  
Form 4  
February 10, 2011

**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

2. Issuer Name and Ticker or Trading Symbol  
ESCO TECHNOLOGIES INC [ESE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
9900 CLAYTON ROAD, SUITE A  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, CEO & President

ST LOUIS, MO 63124

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) | (A) or (D) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount     | Price   |  |  |
| Common Stock                    | 02/08/2011                           |  | S                              |   | 5,965      | \$ 40.32<br>(1) (2)   | D  |  |
| Common Stock                    | 02/08/2011                           |  | M                              |   | 6,011      | \$ 12.64  | D  |  |
| Common Stock                    | 02/08/2011                           |  | S                              |   | 6,011      | \$ 40.3<br>(1) (2)  | D  |  |
| Common Stock                    | 02/08/2011                           |  | M                              |   | 11,736     | \$ 12.64  | D  |  |
| Common Stock                    | 02/08/2011                           |  | F                              |   | 3,672      | \$ 40.39  | D  |  |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 02/08/2011 | M | 6,888 | A | \$ 14.52 | 371,875 | D |
| Common Stock | 02/08/2011 | F | 2,476 | D | \$ 40.39 | 369,399 | 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.**

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(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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 12.64   | 02/08/2011                           |  | M                              | 6,011   | <u>(3)</u> 10/17/2011                                    | 10/17/2011  | Common Stock | 6,011                      |
| Employee Stock Option (Right to Buy)       | \$ 12.64   | 02/08/2011                           |  | M                              | 11,736  | <u>(5)</u> 10/17/2011                                    | 10/17/2011  | Common Stock | 11,736                     |
| Employee Stock Option (Right to Buy)       | \$ 14.52   | 02/08/2011                           |  | M                              | 6,888   | 08/05/2005 08/05/2012                                    | 08/05/2012  | Common Stock | 6,888                      |

## Reporting Owners

| Reporting Owner Name / Address          | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| RICHEY VICTOR L JR<br>9900 CLAYTON ROAD | X             |           | Chairman, CEO & President |       |

SUITE A  
ST LOUIS, MO 63124

## Signatures

V. L. Richey

02/10/2011

\_\_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 \$40.18 to \$40.58
- (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) 9,332 shares on 10/17/2002 5,510 shares on 10/17/2003 1,422 shares on 10/17/2004
- (4) Not applicable
- (5) 3,824 shares on 10/17/2003 7,912 shares on 10/17/2004

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.