

ESTERLINE TECHNOLOGIES CORP

Form 4

August 18, 2016

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 *
First Pacific Advisors, LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11601 WILSHIRE BLVD., SUITE
1200

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
LOS ANGELES, CA 90025

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)	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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Option (obligation to sell)	\$ 70	08/16/2016	S			<u>117</u> (1)	08/16/2016	11/18/2016	Common Stock	11,700
Call Option (obligation to sell)	\$ 70	08/16/2016	S			<u>84</u> (2)	08/16/2016	11/18/2016	Common Stock	8,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
First Pacific Advisors, LLC 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025		X		
FPA Hawkeye-7 Fund 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025		X		
FPA HAWKEYE FUND 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, LLC, Name: /s/ J. Richard Atwood, Title: Managing Partner	08/18/2016
__Signature of Reporting Person	Date
FPA HAWKEYE-7 FUND, a series of FPA HAWKEYE FUND, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner	08/18/2016
__Signature of Reporting Person	Date
FPA HAWKEYE FUND, a series of FPA HAWKEYE FUND, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner	08/18/2016
__Signature of Reporting Person	Date
J. RICHARD ATWOOD, Name: /s/ J. Richard Atwood	08/18/2016
__Signature of Reporting Person	Date
STEVEN T. ROMICK, Name: /s/ Steven T. Romick	08/18/2016
__Signature of Reporting Person	Date
BRIAN A. SELMO, Name: /s/ Brian A. Selmo	08/18/2016
__Signature of Reporting Person	Date
MARK LANDECKER, Name: /s/ Mark Landecker	08/18/2016
__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) On August 16, 2016, FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye-7") sold options to purchase an aggregate of 11,700 shares of common stock of Esterline Technologies Corporation (the "Issuer") with a strike price of \$70 per share. FPA Hawkeye-7 received a premium of \$6.4209 for each option to purchase one share of common stock.
- (2) On August 16, 2016, FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye", and together with FPA Hawkeye-7, the "Private Investment Funds") sold options to purchase an aggregate of 8,400 shares of common stock of the Issuer with a strike price of \$70 per share. FPA Hawkeye received a premium of \$6.4209 for each option to purchase one share of common stock.
- (3) First Pacific Advisors, LLC ("FPA") serves as manager of and investment adviser to the Private Investment Funds. 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 manager of and investment adviser to each of the Private Investment Funds. In addition, Mr. J. Richard 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 Managing Partner of FPA. Mr. Steven T. Romick may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds, as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a Managing Partner of FPA.
- (4) (Continued from Footnote 3) Mr. Brian A. Selmo may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds as a Partner of FPA. Mr. Mark Landecker may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds as a Partner of FPA. FPA and Messrs. Atwood, Romick,

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Selmo and Landecker 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. In addition, Messrs. Romick, Selmo and Landecker may be deemed to have an indirect pecuniary interest in a portion of the securities held directly FPA Hawkeye due to their respective ownership interests in such Private Investment Fund.

- (Continued from Footnote 4) Mr. Romick may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Hawkeye-7 due to his ownership interest in such Private Investment Fund. Each of FPA and Messrs. Atwood, Romick, Selmo
- (5) 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.

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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