

TELEDYNE TECHNOLOGIES INC

Form 10-K/A

July 02, 2004

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

FORM 10-K/A

(Amendment No. 1)

(Mark One)

- þ ANNUAL REPORT PURSUANT TO SECTION 13 OR SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 28, 2003
OR

- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 1-15295

Teledyne Technologies Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

25-1843385
(I.R.S. Employer
Identification Number)

12333 West Olympic Boulevard
Los Angeles, California 90064-1021
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (310) 893-1600

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$.01 per share Preferred Share Purchase Rights	New York Stock Exchange New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).
Yes No

The aggregate market value of the registrant's Common Stock held by non-affiliates was \$413.9 million, based on the closing price of a share of Common Stock on June 27, 2003 (\$13.69), which is the last business day of the registrant's most recently completed fiscal second quarter. Shares of Common Stock known by the registrant to be beneficially owned by the registrant's directors and the registrant's executive officers subject to Section 16 of the Securities Exchange Act of 1934 are not included in the computation. The registrant, however, has made no determination that such persons are affiliates within the meaning of Rule 12b-2 under the Securities Exchange Act of 1934.

At February 27, 2004, there were 32,450,566 shares of the registrant's Common Stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Selected portions of the registrant's proxy statement for its 2004 Annual Meeting of Stockholders (the 2004 Proxy Statement) are incorporated by reference in Part III of this Report. Information required by paragraphs (a) and (b) of Item 306 of Regulations S-K and by paragraphs (k) and (l) of Item 402 of Regulation S-K is not incorporated by reference in this Form 10-K or in any other filing of the registrant. Such information shall not be deemed soliciting material or to be filed with the Commission as permitted by paragraph (c) of Item 306 and Instruction (9) to Item 402 of Regulation S-K.

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SIGNATURE

Exhibit Index to Form 10-K/A

Amended Certification of CEO Pursuant to Sec. 302

Amended Certification of CFO Pursuant to Sec. 302

Certification of CEO Pursuant to Section 302

Certification of CFO Pursuant to Section 302

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EXPLANATORY NOTE:

The sole purpose of this Form 10-K/A, Amendment No. 1 to Annual Report on Form 10-K for the fiscal year ended December 28, 2003, is to amend and restate the certifications attached as Exhibits 31.1 and 31.2 to the registrant's original Form 10-K. The certifications are being amended to conform to the language set forth in Regulation S-K, Item 601(b) (31), and as provided in the final rule adopted by the Securities and Exchange Commission as set forth in Release No. 33-8238, entitled Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports. Exhibits 31.3 and 31.4 are filed because an amendment to a Form 10-K is being filed.

The registrant hereby amends and restates section (a)(3) of Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K as follows:

(3) A list of exhibits filed with the Form 10-K or incorporated by reference is found in the Exhibit Index immediately following the Signature Page of the Form 10-K and incorporated herein by reference, except that the following exhibits are filed electronically with the Form 10-K/A, Amendment No. 1:

Exhibit No.	Description
31.1	Amended Certification of Chief Executive Officer (Form 10-K)
31.2	Amended Certification of Chief Financial Officer (Form 10-K)
31.3	Certification of Chief Executive Officer (Form 10-K/A)
31.4	Certification of Chief Financial Officer (Form 10-K/A)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

TELEDYNE TECHNOLOGIES
INCORPORATED
(Registrant)

Date: July 1, 2004

By /s/ Robert Mehrabian

Robert Mehrabian
Chairman, President and Chief Executive
Officer

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<p><u>/s/ Robert Mehrabian</u> Robert Mehrabian</p>	<p>Chairman, President and Chief Executive Officer (Principal Executive Officer) and Director</p>	<p>July 1, 2004</p>
<p><u>/s/ Dale A. Schnittjer</u> Dale A. Schnittjer</p>	<p>Vice President and Chief Financial Officer (Principal Financial Officer)</p>	<p>July 1, 2004</p>
<p><u>/s/ Sue L. Main</u> Sue L. Main</p>	<p>Vice President and Controller (Principal Accounting Officer)</p>	<p>July 1, 2004</p>
<p><u>*</u> Robert P. Bozzone</p>	<p>Director</p>	<p>July 1, 2004</p>
<p><u>*</u> Frank V. Cahouet</p>	<p>Director</p>	<p>July 1, 2004</p>
<p><u>*</u> Diane C. Creel</p>	<p>Director</p>	<p>July 1, 2004</p>
<p><u>*</u> Charles Crocker</p>	<p>Director</p>	<p>July 1, 2004</p>
<p><u>*</u> Paul D. Miller</p>	<p>Director</p>	<p>July 1, 2004</p>
<p><u>*</u> Charles J. Queenan, Jr.</p>	<p>Director</p>	<p>July 1, 2004</p>
<p><u>*</u> Michael T. Smith</p>	<p>Director</p>	<p>July 1, 2004</p>
<p><u>* By: /s/ Melanie S. Cibik</u></p>		

Melanie S. Cibik
Pursuant to Power of Attorney filed as
Exhibits 24.1 and 24.2 to Form 10-K

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