

TELEDYNE TECHNOLOGIES INC
Form DEF 14A
March 11, 2013
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SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to Section 240.14a-11c or Section 240.14a-12

TELEDYNE TECHNOLOGIES INCORPORATED
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Teledyne Technologies Incorporated

1049 Camino Dos Rios

Thousand Oaks, CA 91360

March 11, 2013

Dear Stockholder:

We are pleased to invite you to attend the 2013 Annual Meeting of Stockholders of Teledyne Technologies Incorporated. The meeting will be held on Wednesday, April 24, 2013, beginning at 9:00 a.m. (Pacific Time), at the Company's offices at 1049 Camino Dos Rios, Thousand Oaks, California 91360.

This booklet includes the notice of meeting as well as the Company's Proxy Statement.

Enclosed with this booklet are the following:

Proxy or voting instruction card (including instructions for telephone and Internet voting).

Proxy or voting instruction card return envelope (postage paid if mailed in the U.S.).

A copy of the Company's 2012 Annual Report (which contains our 2012 Form 10-K) is also included.

Please read the Proxy Statement and vote your shares as soon as possible. We encourage you to take advantage of voting by telephone or Internet as explained on the enclosed proxy or voting instruction card. Or, you may vote by completing, signing and returning your proxy or voting instruction card in the enclosed postage-paid envelope. It is important that you vote, whether you own a few or many shares and whether or not you plan to attend the meeting.

If you are a stockholder of record and plan to attend the meeting, please mark the **WILL ATTEND** box on your proxy card so that you will be included on our admittance list for the meeting.

Thank you for your investment in our Company. We look forward to seeing you at the 2013 Annual Meeting.

Sincerely,

Robert Mehrabian

Chairman, President and

Chief Executive Officer

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TELEDYNE TECHNOLOGIES INCORPORATED
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

MEETING DATE: April 24, 2013
TIME: 9:00 a.m. Pacific Time
PLACE: Teledyne Technologies Incorporated

1049 Camino Dos Rios
Thousand Oaks, California 91360

RECORD DATE: March 1, 2013

AGENDA

- 1) Election of a class of three directors for a three-year term;
- 2) Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2013;
- 3) Approval of a non-binding advisory resolution on the Company's executive compensation (commonly referred to as a "say on pay" resolution); and
- 4) Transaction of any other business properly brought before the meeting.

STOCKHOLDER LIST

A list of stockholders entitled to vote will be available during business hours for 10 days prior to the meeting at the Company's executive offices, 1049 Camino Dos Rios, Thousand Oaks, California 91360, for examination by any stockholder for any legally valid purpose.

ADMISSION TO THE MEETING

Teledyne's stockholders or their authorized representatives by proxy may attend the meeting. If you are a stockholder of record and you plan to attend the meeting, please mark the "WILL ATTEND" box on your proxy card so that you will be included on our admittance list for the meeting. If your shares are held through an intermediary, such as a broker or a bank, you should present proof of your ownership at the meeting. Proof of ownership could include a proxy from your bank or broker or a copy of your account statement.

Important Notice Regarding the Availability of Proxy Materials for the 2013 Annual Meeting to be held on April 24, 2013: In accordance with rules issued by the Securities and Exchange Commission, you may access our 2012 Annual Report and our Proxy Statement at www.teledyne.com/2013annualmeeting, which does not have "cookies" that identify visitors to the site.

By Order of the Board of Directors,

Melanie S. Cibik

Senior Vice President, General Counsel

and Secretary

March 11, 2013

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DEFINED TERMS

In this Proxy Statement, Teledyne Technologies Incorporated is sometimes referred to as the Company or Teledyne .

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PROXY STATEMENT

FOR 2013 ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement, the accompanying proxy card and the Annual Report to Stockholders of Teledyne are being mailed on or about March 15, 2013. The Board of Directors of Teledyne is soliciting your proxy to vote your shares at the 2013 Annual Meeting of Stockholders. The Board is soliciting your proxy to give all stockholders of record the opportunity to vote on matters that will be presented at the Annual Meeting. This Proxy Statement provides you with information on these matters to assist you in voting your shares.

VOTING PROCEDURES

Who May Vote

If you were a stockholder at the close of business on March 1, 2013, you may vote at the Annual Meeting. On that day, there were 37,315,370 shares of our common stock outstanding.

Each share is entitled to one vote. In order to vote, you must either designate a proxy to vote on your behalf or attend the meeting and vote your shares in person. Our Board of Directors requests your proxy so that your shares will count toward determination of the presence of a quorum and your shares can be voted at the meeting.

Methods of Voting

All stockholders of record may vote by transmitting their proxy cards by mail. Stockholders of record can also vote by telephone or Internet. Stockholders who hold their shares through a bank or broker can vote by telephone or Internet if their bank or broker offers those options.

By Mail. Stockholders of record may complete, sign, date and return their proxy cards in the postage-paid envelope provided. If you sign, date and return your proxy card without indicating how you want to vote, your proxy will be voted as recommended by the Board of Directors.

By Telephone or Internet. Stockholders of record may vote by using the toll-free number or Internet website address listed on the proxy card. Please see your proxy card for specific instructions.

Revoking Your Proxy

You may change your mind and revoke your proxy at any time before it is voted at the meeting by:

sending a written notice to the Secretary for receipt prior to the meeting that you revoke your proxy;

transmitting a proxy dated later than your prior proxy either by mail, telephone or Internet; or

attending the Annual Meeting and voting in person or by proxy (except for shares held in the employee benefit plan).

Voting By Employee Benefit Plan Participants

Participants who hold common stock in the Teledyne Technologies Incorporated 401(k) Plan may instruct the plan trustee how to vote the shares of common stock allocated to their accounts. You may either (1) sign and return the voting instruction card provided by the plan or (2) transmit your instructions by telephone or Internet. If you do not transmit instructions by 11:59 p.m. (Eastern Time), on April 19, 2013, your shares will not be voted by the plan trustee, except as otherwise required by law.

Voting Shares Held By Brokers, Banks and Other Nominees

Votes will be counted by the inspector of election appointed for the meeting, who will separately count For and Withhold and, with respect to any proposals other than the election of directors, Against votes, abstentions and broker non-votes. A broker non-vote occurs when a nominee holding shares for a beneficial

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owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner, despite voting on at least one other proposal for which it does have discretionary authority or for which it has received instructions. Pursuant to our Restated Bylaws, abstentions shall not count as votes cast; consequently, abstentions will have no effect on any proposal. Broker non-votes have no effect and will not be counted towards the vote total for any proposal, including the election of directors and say on pay. Abstentions and broker non-votes will be included in determining the presence of a quorum.

If your shares are held by your broker, bank or other agent as your nominee (that is, in street name), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker, bank or other agent to vote your shares. If you do not give instructions to your broker, bank or other agent, they can vote your shares with respect to discretionary items, but not with respect to non-discretionary items. Discretionary items are proposals considered routine under the rules of the New York Stock Exchange on which your broker, bank or other agent may vote shares held in street name in the absence of your voting instructions. The only item that is considered routine under the rules of the New York Stock Exchange to be considered at this year's Annual Meeting is the ratification of the selection of our independent auditors (Item 2). On non-discretionary items for which you do not give instructions to your broker, bank or other agent, the shares will be treated as broker non-votes.

Confidential Voting Policy

We maintain a policy of keeping stockholder votes confidential.

BOARD COMPOSITION AND PRACTICES

Information and Meetings

The Board of Directors directs the management of the business and affairs of the Company as provided in our Amended and Restated Bylaws and pursuant to the laws of the State of Delaware. Except for Dr. Robert Mehrabian, our Chairman, President and Chief Executive Officer, the Board is not involved in day-to-day operations. Members of the Board keep informed about our business through discussions with the senior management and other officers and managers of the Company and its subsidiaries, by reviewing information provided to them, and by participating in Board and committee meetings.

We encourage, but do not require, that all our directors attend all meetings of the Board of Directors, all committee meetings on which the directors serve and the annual stockholders meeting. In 2012, the Board of Directors held eight meetings and acted by written consent two times. During 2012, all directors attended at least 75% of the aggregate number of meetings of the Board and Board committees of which they were members. All of the current directors attended the 2012 Annual Meeting of Stockholders (other than Ms. Bruch, who was not a director at the time of the 2012 Annual Meeting).

Number of Directors

The Board of Directors determines the number of directors, which under our Amended and Restated By-laws must consist of not less than four members and not more than 10 members. The Board has currently fixed the number at 10 members.

Director Terms

The directors are divided into three classes and the directors in each class serve for a three-year term. The term of one class of directors expires each year at the Annual Meeting of Stockholders. The Board may fill a vacancy by electing a new director to the same class as the director being replaced. The Board may also create a new director position in any class and elect a director to hold the newly created position until the term of the class expires.

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Directors Retirement Policy

On June 1, 2000, we adopted a retirement policy for directors. This policy, as amended, generally requires directors to retire at the Annual Meeting following their 75th birthday. Mr. Cahouet, age 80, is currently serving through the 2014 Annual Meeting under a waiver granted by the Board. This policy also requires a director to offer to tender his or her resignation if such director has a change in professional status.

Board Structure

The Board of Directors currently consists of 10 directors, nine of whom are considered independent under existing rules of the New York Stock Exchange and the Securities and Exchange Commission. The Chairman of the Board, who is also our President and Chief Executive Officer and is not considered an independent director, presides at meetings of stockholders and Board meetings. The Board has formally designated Frank V. Cahouet, one of our independent directors, to serve as the lead director. The lead director presides in those executive sessions where the non-management or independent directors meet without the Chief Executive Officer. In addition, the Board's three standing committees consist solely of independent directors.

The Board believes that its current independent Board structure is best for our Company and provides good corporate governance and accountability. The Board does not have a fixed policy regarding the separation of the roles of the Chairman of the Board and the Chief Executive Officer because it believes the Board should be able to freely select the Chairman of the Board based on criteria that it deems to be in the best interests of the Company and its stockholders. The Board does not believe its independence is compromised by having a single person serve as Chairman and Chief Executive Officer. The functions of the Board are carried out by the full Board, and when delegated, by the Board committees. Each director is a full and equal participant in the major strategic and policy decisions of our Company and the Chairman has no greater or lesser vote on matters considered by the Board. Our non-management directors meet in executive session without management (including the Chief Executive Officer) on a regularly scheduled basis, with the lead director presiding in such sessions.

The Board believes that currently it is in the best interests of the Company and its stockholders to have a single person serve as Chairman and Chief Executive Officer to provide unified leadership and direction and an independent lead director to preside over executive sessions and to serve when the Chairman and Chief Executive Officer is unable to perform the duties of that office. However, consistent with good corporate governance principles, the Nominating and Governance Committee will continue to review periodically this issue to determine whether, based on the relevant facts and circumstances at such future times, separation of the offices of Chairman and Chief Executive Officer would serve the best interests of the Company and its stockholders.

CORPORATE GOVERNANCE

Director Independence

In April 2012, our Nominating and Governance Committee assessed, and our Board of Directors determined, the independence of each director in accordance with the then existing rules of the New York Stock Exchange and the Securities and Exchange Commission. In July 2012, the Nominating and Governance Committee and our Board of Directors determined that Ruth E. Bruch, who joined Teledyne's Board in August 2012, was independent. In order to comply with such rules, our Nominating and Governance Committee considered various relationship categories including: whether the director is an employee, amount of stock ownership and commercial, industrial, banking, consulting, legal, accounting or auditing, charitable and familial relationships, as well as a range of individual circumstances. See "Certain Transactions" at page 57. The Board did consider that certain directors consider themselves to be social friends. As a result, the Nominating and Governance Committee, followed by the Board, determined that each member of our Board of Directors did not have any material relationships with us and was thus independent, with the exception of Dr. Mehrabian, our Chairman, President and Chief Executive Officer. Our management, after reviewing director questionnaires, reported to our Board in February 2013 that information on which the board based its independence assessment in April 2012 (and July

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2012 with respect to Ms. Bruch) has not materially changed. The independent directors by name are: Roxanne S. Austin, Ruth E. Bruch, Frank V. Cahouet, Charles Crocker, Kenneth C. Dahlberg, Simon M. Lorne, Paul D. Miller, Michael T. Smith and Wesley W. von Schack.

The Nominating and Governance Committee, followed by the Board, also determined that each member of our Personnel and Compensation Committee is an outside director within the meaning of Rule 162(m) of the Internal Revenue Code and are non-management directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934.

All of the Board's standing committees consist only of independent directors.

Corporate Governance and Ethics Guidelines

Our Board of Directors has adopted many best practices in the area of corporate governance, including separate standing committees of the Board for each of audit, nominating and governance and personnel and compensation matters, charters for each of the committees, and corporate ethics and compliance guidelines.

Our ethics and compliance guidelines for employees are contained in the Global Code of Ethical Business Conduct. These guidelines apply to all our employees, including our principal executive, financial and accounting officers. Our employees receive annual ethics training and questionnaires are distributed annually to various personnel in an effort to confirm compliance with these guidelines. It is our policy not to waive compliance with these guidelines. We also have a specialized code of ethics for financial executives that supplements the employee guidelines. In addition, we have ethics and compliance guidelines for our service providers.

Our Board of Directors has adopted a code of business conduct and ethics for directors. This code is intended to provide guidance to directors to help them recognize and deal with ethical issues, including conflicts of interest, corporate opportunities, fair dealing, compliance with law and proper use of the Company's assets. It also provides mechanisms to report possible unethical conduct.

Our Board of Directors has adopted Corporate Governance Guidelines. These Corporate Governance Guidelines were initially developed by our Nominating and Governance Committee and are reviewed at least annually by such Committee. These Corporate Governance Guidelines incorporate practices and policies under which our Board has operated since its inception, in addition to many of the requirements of the Securities and Exchange Commission and the New York Stock Exchange. Some of the principal subjects covered by the Corporate Governance Guidelines include:

Director qualification standards.

Director responsibilities.

Director access to management and independent advisors.

Director compensation.

Director orientation and continuing education.

Management succession.

Annual performance evaluation of the Board and its Committees.

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Director retirement and resignations.

Role of the lead director.

Copies of our Corporate Governance Guidelines, our Global Code of Ethical Business Conduct, our codes of ethics for directors, financial executives and service providers and our committee charters are available on our website at www.teledyne.com. We intend to post any amendments to these policies, and any waivers of the

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provisions thereof related to directors or executive officers, on our website. If at any time you would like to receive a paper copy, free-of-charge, please write to Melanie S. Cibik, Senior Vice President, General Counsel and Secretary, Teledyne Technologies Incorporated, 1049 Camino Dos Rios, Thousand Oaks, California 91360.

Risk Management Oversight

The risk oversight function of the Board is carried out by both the Board and the Audit Committee. As provided in its charter, the Audit Committee meets periodically with management to discuss the Company's major financial and operating risk exposures and the steps, guidelines and policies taken or implemented relating to risk assessment and risk management. Matters of strategic risk are considered by the Board as a whole. At each meeting, our Vice President, Business Risk Assurance reports directly to the Audit Committee on the activities of the Company's internal audit function. Management also reports to the Audit Committee on legal, tax, finance, accounting and pension matters at least quarterly. The Board is provided with reports on legal matters at periodic scheduled meetings and on other matters related to risk oversight on an as needed basis. In addition, the Audit Committee reviews with management the risk factors that appear in our Annual Report on Form 10-K prior to its filing.

We have an Enterprise Risk Management Committee, consisting of executive officers and other employees, to identify significant company risks and determine whether we have appropriate risk management policies, practices, and procedures in place. Our Vice President and Treasurer periodically reports to the Audit Committee on the progress and results of this program.

Risks Related to Compensation Policies and Practices

The Company and the Personnel and Compensation Committee have undertaken a process to determine whether the Company's overall compensation program for employees creates incentives for employees to take excessive or unreasonable risks that could materially harm the Company. As part of this process, the Company received input and analysis from its independent compensation consultant, Exequity LLP, and management prepared a framework of potential risk and evaluated the Company's compensation policies in the context of this framework. The results of this evaluation were reviewed by and discussed with the Personnel and Compensation Committee.

We believe that several features of our compensation policies for management employees appropriately mitigate such risks, including a balanced mix of long- and short-term compensation incentives, the use of incentive award plans with capped payouts, the use of a diverse mix of performance measures in our incentive award plans and our stock ownership requirements for key officers. In addition, we use our annual business plan as a baseline for our Annual Incentive Plan targets, which the Personnel and Compensation Committee regards as setting an appropriate level of risk taking for the Company. We also believe the Company's internal legal and financial controls appropriately mitigate the probability and potential impact of an individual employee committing the Company to a harmful long-term business transaction in exchange for short-term compensation benefits. In light of these features of our compensation program and these additional controls, our management and our Personnel and Compensation Committee have concluded that the risks arising from our employee compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

Sarbanes-Oxley Disclosure Committee

We have a Sarbanes-Oxley Disclosure Committee. Current members include: Melanie S. Cibik, Senior Vice President, General Counsel and Secretary; Susan L. Main, Senior Vice President and Chief Financial Officer; Wajid Ali, Vice President and Controller; Stephen F. Blackwood, Vice President and Treasurer; Cynthia Belak, Vice President, Business Risk Assurance; Robyn E. McGowan, Vice President, Administration and Human Resources and Assistant Secretary; Brian A. Levan, Senior Director of Financial Reporting and Assistant Controller; S. Paul Sassalos, Associate General Counsel and Assistant Secretary; Jason VanWees, Vice President, Strategy and Mergers and Acquisitions; and Patrick Neville, Vice President and Chief Information Officer. Among its tasks, the Disclosure Committee discusses and reviews disclosure issues to help us fulfill our

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disclosure obligations on a timely basis in accordance with SEC rules and regulations and is intended to be used as an additional resource for employees to raise questions regarding accounting, auditing, internal controls and disclosure matters.

We have a confidential Ethics/Help Line, where questions or concerns about us can be raised confidentially and anonymously. The Ethics/Help line is available to all of our employees, as well as concerned individuals outside the Company. The toll-free help line number is 1-877-666-6968. International dialing instructions are available at www.teledyne.ethicspoint.com. Issues can also be reported via that website.

The receipt of concerns about our accounting, internal controls and auditing matters will be reported to the Audit Committee.

Communications with the Board

Our Corporate Governance Guidelines provide that any interested parties desiring to communicate with our non-management directors, including our lead director, may contact them through our Secretary, Melanie S. Cibik, whose address is: Teledyne Technologies Incorporated, 1049 Camino Dos Rios, Thousand Oaks, California 91360.

ITEM 1 ON PROXY CARD ELECTION OF DIRECTORS

The Board of Directors has nominated for election this year the class of three incumbent directors whose terms expire at the 2013 Annual Meeting. The three-year term of the class of directors nominated and elected this year will expire at the 2016 Annual Meeting. So long as the number of nominees does not exceed the number of nominees to be elected (which is three nominees in the case of the 2013 Annual Meeting), each nominee will be elected if the nominee receives the vote of the majority of the votes cast with respect to such director. A majority of the votes cast means that the number of shares voted for a nominee must exceed the number of votes cast against that nominee. The Board has adopted a policy whereby all director nominees must submit a contingent resignation in writing to the Chairman of the Nominating and Governance Committee. The resignation becomes effective only if the director is not elected by a majority of votes cast and the Board accepts the resignation. The Nominating and Governance Committee or another committee appointed by the Board will recommend to the Board whether to accept or reject the resignation or whether other action should be taken. The Board will act on such committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days following the date of the certification of the election results. The director who was not elected by a majority of votes cast will not participate in the Board's decision with respect to such resignation. If the number of nominees exceeds the number of directors to be elected, the nominees who receive the highest number of votes cast will be elected.

If you sign and return your proxy card, the individuals named as proxies in the card will vote your shares for the election of the three named nominees, unless you provide other instructions. You may withhold authority for the proxies to vote your shares on any or all of the nominees by following the instructions on your proxy card. If a nominee becomes unable to serve, the proxies will vote for a Board-designated substitute or the Board may reduce the number of directors. The Board has no reason to believe that any nominee will be unable to serve.

Background information about the nominees and continuing directors follows, including the specific experiences, qualifications, attributes and skills that the Board believes qualifies each of the below named individuals to serve as a director of the Company, in light of the Company's business and structure.

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Nominees For Terms Expiring at 2016 Annual Meeting (Class II)

Charles Crocker

Chairman and Chief Executive

Officer, Crocker Capital and

Retired Chairman and Chief

Executive Officer of BEI

Technologies, Inc.

Director since 2001

Age: 74

Charles Crocker currently serves as the Chairman and Chief Executive Officer of Crocker Capital, a private investment company. Mr. Crocker was the Chief Executive Officer of the Custom Sensors and Technologies Division of Schneider Electric until January 2006. Mr. Crocker was the Chairman and Chief Executive Officer of BEI Technologies, Inc., a diversified technology company, from March 2000 until October 2005, when it was acquired by Schneider Electric. Mr. Crocker served as Chairman, President and Chief Executive Officer of BEI Electronics from October 1995 to September 1997, at which time he became Chairman, President and Chief Executive Officer of BEI Technologies, Inc. He serves as a director of Franklin Resources, Inc. and its subsidiary, Fiduciary Trust International, and ImageWare Systems, Inc., a developer of identity management solutions. From 2010 until August 2012, he served as a director of ConMed Healthcare Management, Inc. Mr. Crocker has been Chairman of the Board of Children's Hospital in San Francisco, Chairman of the Hamlin School's Board of Trustees and President of the Foundation of the Fine Arts Museums of San Francisco. Mr. Crocker is the Chair of our Personnel and Compensation Committee and a member of our Nominating and Governance Committee.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Mr. Crocker should serve as a director: his professional background and experience, current and previously held senior-executive level positions, his service on other public and private company boards, Teledyne board experience, board attendance and participation, and his extensive experience with technology companies serving both the commercial and defense sectors.

Robert Mehrabian

Chairman, President and Chief

Executive Officer of the

Company

Director since 1999

Age: 71

Robert Mehrabian is the Chairman, President and Chief Executive Officer of Teledyne Technologies Incorporated. He has been the President and Chief Executive Officer of Teledyne since its formation in 1999. He became Chairman of the Board in December 2000. Prior to the spin-off of the Company by Allegheny Technologies Incorporated (ATI) in November 1999, Dr. Mehrabian was the President and Chief Executive Officer of ATI's Aerospace and Electronics segment since July 1999 and had served ATI in various senior executive capacities since July 1997. Before joining ATI, Dr. Mehrabian served as President of Carnegie Mellon University. He is also a director of PPG Industries, Inc. Dr. Mehrabian served as a director of Mellon Financial Corporation from 1994 to 2007 and served as director of its successor The Bank of New York Mellon Corporation until April 2011.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Dr. Mehrabian should serve as a director: his leadership skills acquired while serving as the Company's Chief Executive Officer and Chairman, previously held senior-executive level positions at public companies and at academic institutions, his service on public company boards, and his extensive knowledge and understanding of the Company's business, operations, products and services.

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Michael T. Smith

Retired Chairman of the Board

and Chief Executive Officer of

Hughes Electronics

Corporation

Director since 2001

Age: 69

Michael T. Smith is the retired Chairman of the Board and Chief Executive Officer of Hughes Electronics Corporation, holding such positions from October 1997 until May 2001. Mr. Smith is also a director of Ingram Micro Corporation, a technology sales, marketing and logistics company, FLIR Systems, Inc., which produces infrared cameras, thermal imaging software and temperature measurement devices, and WABCO Holdings, Inc., which provides electronic and electromechanical products for the automotive industry. Mr. Smith served as a director of ATK (Alliant Techsystems, Inc.), an advanced weapon and space systems company, from 1997 to 2009, and Anteon International Corporation, an information technology and systems engineering solutions company, from 2005 to 2006. Mr. Smith is also the former chairman of the Aerospace Industries Association, an industry trade organization, and is a charter member of the Electronic Industries Foundation Leadership Council. Mr. Smith is the Chair of our Nominating and Governance Committee and is a member of our Audit Committee.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Mr. Smith should serve as a director: his professional background and experience, previously held senior-executive level positions, his service on other public and private company boards, Teledyne board experience, board attendance and participation, and his extensive experience with companies in the aerospace, defense, engineering, communications and manufacturing sectors.

The Board of Directors Recommends

a Vote FOR the Election of the Nominees.

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Continuing Directors Terms Expire at 2014 Annual Meeting (Class III)

Roxanne S. Austin

President of Austin Investment

Advisors

Director since 2006

Age: 52

Ms. Austin is President of Austin Investment Advisors, a private investment and consulting firm, a position she has held since 2004. From July 2009 through July 2010, Ms. Austin also served as the President and Chief Executive Officer of Move Networks, Inc., a provider of Internet television services. Ms. Austin served as President and Chief Operating Officer of DIRECTV, Inc. from June 2001 to December 2003. She also served as Executive Vice President of Hughes Electronics Corporation and as a member of its executive committee until December 2003. From 1997 to June 2001, Ms. Austin was the Corporate Senior Vice President and Chief Financial Officer of Hughes Electronics Corporation. Prior thereto, she held various senior financial positions with Hughes Electronics Corporation. Prior to joining Hughes in 1993, Ms. Austin was a partner at the accounting firm Deloitte & Touche. Ms. Austin is also a director of Target Corporation, Abbott Laboratories, Telefonaktiebolaget LM Ericsson and AbbVie, Inc. Ms. Austin is a member of our Personnel and Compensation Committee and our Nominating and Governance Committee.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Ms. Austin should serve as a director: her professional background and experience, current and previously held senior-executive level positions, her service on other public and private company boards, Teledyne board experience, board attendance and participation, and her extensive experience in electronics, communications, aerospace, defense and related industries and specialized expertise in public company accounting and mergers and acquisitions.

Frank V. Cahouet

Retired Chairman and Chief

Executive Officer of Mellon

Financial Corporation

Director since 1999

Age: 80

Frank V. Cahouet served as the Chairman, President and Chief Executive Officer of Mellon Financial Corporation, a bank holding company, and Mellon Bank, N.A., prior to his retirement on December 31, 1998. Mr. Cahouet has served as a director of NBH Holdings Corp., a bank holding company, since 2009. Mr. Cahouet served as a director of Korn/Ferry International, a provider of recruiting services, from 1997 to 2009, and Saint-Gobain Corporation, a manufacturer of glass, ceramics, plastics and cast iron, from 1992 to 2008. Mr. Cahouet is a trustee emeritus of both Carnegie Mellon University and the University of Pittsburgh. He is on the board of regents of Saint Vincent Seminary, a member of the board of trustees for the Historical Society of Western Pennsylvania and a council member of The Pennsylvania Society. He is a director of The World Affairs Council of Pittsburgh and is director emeritus of Extra Mile Education Foundation. In addition, he serves on the Advisory Board of the Little Sisters of the Poor. Mr. Cahouet is Chair of our Audit Committee and a member of our Nominating and Governance Committee. Mr. Cahouet has been designated to serve as our lead director.

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The following experience, qualifications, attributes and/or skills led the Board to conclude that Mr. Cahouet should serve as a director: his professional background and experience, previously held senior-executive level positions, his service on other public and private company boards, leadership positions with private foundations, Teledyne board experience, board attendance and participation, and his extensive experience in accounting, finance and banking.

Kenneth C. Dahlberg

Retired Chairman of the Board

and Former Chief Executive

Officer of Science

Applications International

Corporation (SAIC)

Director since 2006

Age: 68

Kenneth C. Dahlberg served as Chief Executive Officer of Science Applications International Corporation (SAIC), a research and engineering firm specializing in information systems and technology, from November 2003 through September 2009. Prior to joining SAIC, Mr. Dahlberg served as executive vice president of General Dynamics where he was responsible for its Information Systems and Technology Group and prior to that served as President and Chief Officer of Raytheon Systems. Mr. Dahlberg served as Chairman of the Board of Directors of SAIC until his retirement in June 2010. Mr. Dahlberg is also a director of Motorola Solutions, Inc., a provider of mission critical communication products and services, and Parsons Corp., a privately-held engineering, construction, technical and management services firm. Mr. Dahlberg is a member of our Personnel and Compensation Committee and our Audit Committee.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Mr. Dahlberg should serve as a director: his professional background and experience, previously held senior-executive level positions, his service on other public company boards, Teledyne board experience, board attendance and participation, his extensive experience with companies in the defense industry and his background and experience in design engineering, production, system development and services.

Ruth E. Bruch

Retired Senior Vice

President and Chief

Information Officer of Kellogg

Company

Director since 2012

Age: 59

Ruth E. Bruch served as Senior Vice President and Chief Information Officer of Kellogg Company, a food manufacturer and retailer, from February 2006 until her retirement in February 2009. Prior to joining Kellogg, Ms. Bruch served as Senior Vice President and Chief Information Officer of Lucent Technologies, Inc., a global supplier of communications networking equipment. Prior to Lucent Technologies, Ms. Bruch served as Vice President and Chief Information Officer of Visteon Corporation, a supplier to the automotive industry. Since 2007, Ms. Bruch has served as a director of The Bank of New York Mellon Corporation and served as a director of Mellon Financial Corporation from 2003 to 2007. Ms. Bruch is a member of our Personnel and Compensation Committee and our Audit Committee.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Ms. Bruch should serve as a director: her professional background and experience, previously held senior-executive level positions, her service on other public company boards, and her extensive experience with and knowledge of information technology and information management systems.

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Continuing Directors Terms Expire at 2015 Annual Meeting (Class I)

Simon M. Lorne

Vice Chairman and

Chief Legal Officer

of Millennium

Management LLC

Director since 2004

Age: 66

Simon M. Lorne is the Vice Chairman and Chief Legal Officer of Millennium Management LLC, a hedge fund management company. From March 1999 to March 2004, prior to the time he became a Teledyne director, Mr. Lorne was a partner with Munger Tolles & Olson, LLP, a law firm whose services Teledyne has used from time to time. Mr. Lorne has also previously served as a Managing Director, with responsibility for Legal Compliance and Internal Audit of Citigroup/Salomon Brothers and as the General Counsel at the Securities and Exchange Commission in Washington, D.C. Mr. Lorne served as a director of Opsware, Inc., a provider of data center automation software, from 2000 to 2007. Since 1999, Mr. Lorne has been co-director of Stanford Law School's Directors' College. Since 2011, Mr. Lorne has served on the Advisory Council of the Public Company Accounting Oversight Board. Mr. Lorne is a member of our Audit Committee and our Nominating and Governance Committee.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Mr. Lorne should serve as a director: his professional background and experience, current and previously held senior-executive level positions, senior level experience at a government regulator, his service on other public and private company boards, Teledyne board experience, board attendance and participation, and his expertise in finance, mergers and acquisitions, securities laws and corporate governance.

Paul D. Miller

Retired Chairman of Alliant

Techsystems, Inc. (ATK)

Director since 2001

Age: 71

Paul D. Miller was the Chairman of the Board of ATK (Alliant Techsystems, Inc.), an advanced weapon and space systems company, until April 2005. From January 1999 until October 2004, he had also been Chief Executive Officer of ATK. Prior to retirement from the U.S. Navy in 1994, Admiral Miller served as Commander-in-Chief, U.S. Atlantic Command and NATO Supreme Allied Commander Atlantic. He is also a director of Donaldson Company, Inc., a manufacturer of filtration systems, and Huntington Ingalls Industries, Inc., a shipbuilding company. Mr. Miller is a member of our Audit Committee and our Nominating and Governance Committee.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Admiral Miller should serve as a director: his executive, professional and military background and experience, current and previously held senior-executive level positions, his service on other public and private company boards, Teledyne board experience, board attendance and participation, his extensive experience with and leadership positions in the defense community, his knowledge of finance, manufacturing, human resources, corporate governance and audit functions and his extensive understanding of strategic planning, tactical business decision making and risk management.

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Wesley W. von Schack

Chairman of AEGIS Insurance

Company and Former

Chairman, President and Chief

Executive Officer of

Energy East Corporation

Director since 2006

Age: 68

Wesley W. von Schack is Chairman of AEGIS Insurance Company, a position he has held since 2007. He currently serves as the lead director and Chairman of the Executive Committee of The Bank of New York Mellon Corporation and serves as the lead director of Edward Lifesciences Corporation. Dr. von Schack served as Chairman, President and Chief Executive Officer of Energy East Corporation, a diversified energy services company, from 1996 until his retirement in September 2009. Dr. von Schack served as a director of Mellon Financial Corporation from 1989 to 2007. Dr. von Schack is director emeritus of the Gettysburg Foundation, and is a member of the President's Council Peconic Land Trust. Dr. von Schack is a member of our Nominating and Governance Committee and our Personnel and Compensation Committee.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Dr. von Schack should serve as a director: his professional background and experience, previously held senior-executive level positions, his service on other private and public company boards, his leadership positions at private foundations, his Teledyne board experience, board attendance and participation, and his extensive experience with companies in the energy sector and in regulated industries.

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COMMITTEES OF OUR BOARD OF DIRECTORS

Our Board of Directors has established an Audit Committee, a Nominating and Governance Committee and a Personnel and Compensation Committee. From time to time, our Board of Directors may establish other committees. Each of the Audit Committee, Nominating and Governance Committee and Personnel and Compensation Committee has a written charter that can be accessed on our website at www.teledyne.com.

Audit Committee

The members of the Audit Committee are:

Frank V. Cahouet, Chair

Ruth E. Bruch

Kenneth C. Dahlberg

Simon M. Lorne

Paul D. Miller

Michael T. Smith

The Audit Committee held six meetings in 2012.

The primary purpose of the Audit Committee is to assist the Board's oversight of the integrity of our financial statements, our compliance with legal and regulatory requirements, the qualification and the independence of our independent auditor, and the performance of our internal audit function and independent auditor. As provided in its charter, the Audit Committee is directly responsible for the appointment, retention, compensation, oversight, evaluation and termination of our independent auditor (including resolving disagreements between management and the independent auditor regarding financial reporting). The Audit Committee has been designated as the qualified legal compliance committee. In carrying out its responsibilities, the Audit Committee undertakes to do many things, including:

Retain and approve the terms of the engagement and fees to be paid to the independent auditor.

Evaluate the performance of the independent auditor.

Receive written periodic reports from the independent auditor delineating all relationships between the independent auditor and us.

Review with the independent auditor any problems or difficulties the independent auditor may have encountered and any management letter provided by the independent auditor and our response to that letter.

Review our annual audited financial statements and the report thereon and quarterly unaudited financial statements with the independent auditor and management prior to publication of such statements.

Discuss with management the earnings press releases (including the type of information and presentation of information).

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Review major issues regarding accounting principles and financial statement presentations and judgments made in connection with the preparation of our financial statements.

Meet periodically with management to review our financial risk exposures and the steps management has taken to monitor and control such exposures.

Review with our General Counsel legal matters that may have a material impact on the financial statements, our compliance policies and any material reports or inquiries received from regulators or governmental agencies.

The charter of the Audit Committee was last amended and restated on December 15, 2009. The Audit Committee charter provides that our senior internal auditing executive reports directly and separately to the Chair of the Audit Committee and the Chief Executive Officer. As required by the charter, our Audit Committee also

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has established procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters. See Corporate Governance Sarbanes-Oxley Disclosure Committee at page 5.

The Audit Committee meets the size, independence and experience requirements of the New York Stock Exchange, including the enhanced independence requirements for Audit Committee members under Exchange Act Rule 10A-3. The Board of Directors has determined that Frank V. Cahouet is an audit committee financial expert within the meaning of the SEC regulations and all of the members are independent and financially literate under the New York Stock Exchange listing standards. Our Corporate Governance Guidelines provide that no director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee. Any such determination must be disclosed in the annual Proxy Statement. None of our Audit Committee members serve on more than two other audit committees of public companies. Besides our Audit Committee, Mr. Dahlberg simultaneously serves on the audit committee of one other public company, Mr. Smith simultaneously serves on the audit committee of two other public companies and Admiral Miller simultaneously serves on the audit committee of one other public company.

The report of the Audit Committee is included under Item 2 on Proxy Card Ratification of Appointment of Independent Registered Public Accounting Firm at page 17.

Nominating and Governance Committee

The members of the Nominating and Governance Committee are:

Michael T. Smith, Chair

Roxanne S. Austin

Frank V. Cahouet

Charles Crocker

Simon M. Lorne

Paul D. Miller

Wesley W. von Schack

The Nominating and Governance Committee held five meetings in 2012.

The Nominating and Governance Committee undertakes to:

Identify individuals qualified to become members of the Board of Directors and to make recommendations to the Board of Directors with respect to candidates for nomination for election at the next annual meeting of stockholders or at such other times when candidates surface or are proposed and, in connection therewith, consider suggestions submitted by our stockholders.

Develop and recommend to the Board of Directors corporate governance guidelines.

Determine and make recommendations to the Board of Directors with respect to the criteria to be used for selecting new members of the Board of Directors.

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Oversee the annual process of evaluation of the performance of our Board of Directors and committees.

Make recommendations to the Board of Directors concerning the membership of committees of the Board and the chairpersons of the respective committees.

Make recommendations to the Board of Directors with respect to the remuneration paid and benefits provided to members of the Board in connection with their service on the Board or on its committees.

Administer our formal compensation programs for directors, including the administrative rules relating to non-employee director equity compensation under the Amended and Restated 2008 Incentive Award Plan.

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Make recommendations to the Board of Directors concerning the composition, organization and operations of the Board of Directors and its committees, including the orientation of new members and the flow of information.

Evaluate Board and committee tenure policies, as well as policies covering the retirement or resignation of incumbent directors.

Evaluate proposals of stockholders intended to be presented at stockholder meetings.

Make recommendations to the Board of Directors as to whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the our Amended and Restated Bylaws and Corporate Governance Guidelines.

The charter of the Nominating and Governance Committee was last amended and restated on October 23, 2012. The members of the Nominating and Governance Committee are independent under the New York Stock Exchange listing standards.

The Nominating and Governance Committee will consider stockholder recommendations for nominees for director. Any stockholders interested in suggesting a nominee should follow the procedures outlined in Other Information 2014 Annual Meeting and Stockholder Proposals at page 59.

The Nominating and Governance Committee utilizes a variety of methods for identifying and evaluating all nominees for directors. The Committee periodically assesses the appropriate size of the Board and whether vacancies on the Board are expected due to retirement, change in professional status or otherwise. Candidates may come to the attention of the Committee through current Board members, members of our management, stockholders and other persons. The Committee to date has not engaged a professional search firm. Candidates are evaluated at meetings of the Committee and may be considered at any point during the year.

As stated in the Corporate Governance Guidelines, nominees for director are to be selected on the basis of, among other criteria, experience, knowledge, skills, expertise, integrity, diversity, ability to make analytical inquiries, understanding of or familiarity with our business, products or markets or similar business, products or markets, and willingness to devote adequate time and effort to Board responsibilities. The Committee may establish additional criteria and is responsible for assessing the appropriate balance of criteria required of Board members. Although we do not have a written policy with respect to Board diversity, the Nominating and Governance Committee and the Board believe that a diverse board leads to improved Company performance by encouraging new ideas, expanding the knowledge base available to management and fostering a boardroom culture that promotes innovation and vigorous deliberation. Consequently, when evaluating potential nominees, the Committee considers individual characteristics that may bring diversity to the Board, including gender, race, national origin, age, professional background, unique skill sets and areas of expertise.

Personnel and Compensation Committee

The members of the Personnel and Compensation Committee are:

Charles Crocker, Chair

Roxanne S. Austin

Ruth E. Bruch

Kenneth C. Dahlberg

Wesley W. von Schack

The Personnel and Compensation Committee held five meetings and acted one time by written consent in 2012.

The Personnel and Compensation Committee's principal authority and responsibilities include:

Make recommendations to the Board of Directors concerning executive management organization matters generally.

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In the area of compensation and benefits, make recommendations to the Board of Directors concerning employees who are also directors, review and approve the corporate goals and objectives relevant to the chief executive officer and other executive officer compensation, evaluate chief executive officer and other executive officer performance in light of those goals and objectives, and determine and approve all compensation of the chief executive officer and other executive officers based on this evaluation.

Periodically, and when appropriate, review and approve the following as they affect the chief executive officer and executive officers: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the chief executive officer and executive officers and individuals who formerly served as chief executive officer and executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

Oversee the Company's compliance with the requirement under the New York Stock Exchange rules that, with limited exceptions, require stockholder approval for equity compensation plans.

Subject to such stockholder approval, or as otherwise required by applicable law, establish, amend and, where appropriate, terminate incentive compensation plans, equity-based plans, benefit plans, and other bonus arrangements for the Company; and pursuant to the terms of such plans, as may at the time be in effect, administer such plans and make appropriate interpretations and determinations and take such actions as shall be necessary or desirable thereunder, including approval of awards granted pursuant to such plans and repurchase of securities from terminated employees.

Make recommendations to the Board of Directors concerning policy and procedures relating to employee benefits and employee benefit plans, including incentive compensation plans and equity based plans and applicable clawback provisions.

Oversee our formal incentive compensation programs, including equity-based plans.

Make recommendations to the Board of Directors concerning matters relating to stockholder votes on executive compensation and the frequency of those votes.

While reviewed annually, the charter of the Personnel and Compensation Committee was last amended and restated on December 18, 2012. The members of the Personnel and Compensation Committee are independent under the New York Stock Exchange listing standards.

Our Chief Executive Officer works with the Personnel and Compensation Committee Chair, our Vice President of Administration and Human Resources and the Office of the Corporate Secretary in establishing the agenda for the Committee and makes compensation recommendations for the named executives (other than himself). The Personnel and Compensation Committee's Chair reports the committee's recommendations on executive compensation to the Board. The Personnel and Compensation Committee has the authority, under its charter, to obtain advice and assistance from internal or external legal, accounting or other advisors. The Personnel and Compensation Committee has the sole authority and resources to retain and terminate any compensation consultant to be used to assist in the evaluation of the Chief Executive Officer's or other executive officers' compensation and has sole authority to approve the consultant's fees and other retention terms. As discussed below under Compensation Discussion and Analysis, the Committee retained Exequity LLP to assist the Committee in fulfilling its responsibilities in 2012. The Personnel and Compensation Committee may delegate its responsibility to control and manage the plan assets of our employee benefit plans. In addition, under the terms of our stock incentive plans, the Personnel and Compensation Committee may delegate its powers and authority under the stock incentive plan as it deems appropriate to a subcommittee and/or designated officers and, as discussed below under Compensation Discussion and Analysis, the Personnel and Compensation Committee has made a limited delegation of authority to grant stock options to our Chief Executive Officer pursuant to this authority.

The 2012 Report of the Personnel and Compensation Committee is included under Executive and Director Compensation at page 42.

Table of Contents**ITEM 2 ON PROXY CARD****RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP****AS THE COMPANY'S INDEPENDENT****REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed Ernst & Young LLP as our independent registered public accounting firm for fiscal 2013. Ernst & Young LLP has served as our independent registered public accounting firm since Teledyne was spun-off as a public company on November 29, 1999. The Audit Committee believes that Ernst & Young LLP is knowledgeable about our operations and accounting practices and is well qualified to act in the capacity of independent registered public accounting firm.

Although the appointment of an independent registered public accounting firm is not required to be approved by the stockholders, the Audit Committee and the Board of Directors believe that stockholders should participate in such selection through ratification. The proposal to ratify the Audit Committee's appointment of Ernst & Young LLP will be approved by the stockholders if it receives the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. If you sign and return your proxy card, your shares will be voted (unless you indicate to the contrary) to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013. If you specifically abstain from voting on the proposal, your shares will not affect the outcome of the vote. Broker non-votes, if any, are included in determining the presence of a quorum at the Annual Meeting, but will not be counted as being entitled to vote on the proposal and will not affect the outcome of the vote. If the stockholders do not ratify the selection of Ernst & Young LLP, the Audit Committee will reconsider the appointment of an independent registered public accounting firm. It is expected that representatives of Ernst & Young LLP will be present at the meeting and will have an opportunity to make a statement and respond to appropriate questions.

The Board of Directors Recommends**a Vote FOR Ratification of the Appointment****of Ernst & Young LLP as the****Company's Independent Registered Public Accounting Firm.****Fees Billed by Independent Registered Public Accounting Firm**

The following table sets forth fees billed by Ernst & Young LLP for professional services rendered for 2012 and 2011 (in thousands).

	2012	2011
Audit Fees(1)	\$ 1,522.4	\$ 1,419.0
Sarbanes-Oxley Act Section 404 Fees	591.9	639.7
Statutory Audits (United Kingdom subsidiaries)	164.9	210.5
Form S-8 Registration Statement Review	7.4	
Total Audit Fees	2,286.6	2,269.2
Audit-Related Fees		
Employee Benefit Plan Financial Statement Audits	56.9	56.9
Environmental Financial Assurances	12.0	12.0
Total Audit-Related Fees	68.9	68.9
Tax Fees(2)	400.2	134.7

Total	\$ 2,755.7	\$ 2,472.8
Total Audit and Audit-Related Fees	\$ 2,355.5	\$ 2,338.1

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(1) Aggregate fees billed for professional services rendered for the audit of our annual financial statements and for the reviews of financial statements included in our quarterly reports on Form 10-Q and accounting consultations on matters reflected in the financial statements.

(2) Tax fees related to tax compliance and advisory services for our foreign subsidiaries and for tax advice on acquisitions.

Audit Committee Pre-Approval Policies

Our Audit Committee has adopted guidelines relating to the rendering of services by external auditors. The guidelines require the approval of the Audit Committee prior to retaining any firm to perform any Audit Services. Audit Services include the services necessary to audit our consolidated financial statements for a specified fiscal year and the following audit and audit-related services: (a) Statement on Auditing Standards No. 71 quarterly review services; (b) regulatory and employee benefit plan financial statement audits; and (c) compliance and statutory attestation services for our subsidiaries. Subject to limited exceptions, the guidelines further provide that the Audit Committee must pre-approve the engagement of Ernst & Young LLP to provide any services other than Audit Services. The Chair of the Audit Committee may, however, pre-approve the engagement of Ernst & Young LLP for such non-audit services to the extent the fee is reasonably expected to be less than \$150,000. If the fee for any non-audit services is reasonably expected to be \$250,000 or more, we must seek at least one competing bid from another firm prior to engaging Ernst & Young LLP, unless there are exceptional circumstances or if it relates to the public offering of our securities. The guidelines prohibit us from engaging Ernst & Young LLP to perform any of the following non-audit services or other services that the Public Company Accounting Oversight Board determines by regulation to be prohibited: bookkeeping or other services related to accounting records or financial statements; financial information systems design and implementation; appraisal or valuation services, fairness opinions, or contribution-in-kind reports; actuarial services; internal auditing outsourcing services; management functions or human resources; broker or dealer, investment advisor, or investment banking services; individual tax services to executives roles that involve financial reporting responsibility; or legal services and expert services unrelated to the audit.

For 2012, all audit and non-audit services rendered by Ernst & Young LLP were pre-approved in accordance with our guidelines.

In making its recommendation to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 29, 2013, the Audit Committee considered whether the provision of non-audit services by Ernst & Young LLP is compatible with maintaining Ernst & Young LLP's independence.

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AUDIT COMMITTEE REPORT

The following report of the Audit Committee is included in accordance with the rules and regulations of the Securities and Exchange Commission. It is not incorporated by reference into any of our registration statements under the Securities Act of 1933.

Report of the Audit Committee

The following is the report of the Audit Committee with respect to the audited financial statements for the fiscal year ended December 30, 2012 (the Financial Statements) of Teledyne Technologies Incorporated and its consolidated subsidiaries (the Company).

The responsibilities of the Audit Committee are set forth in the Audit Committee Charter, as amended and restated as of December 15, 2009, which has been adopted by the Board of Directors. The Audit Committee is comprised of six directors. The Company's Board of Directors has determined that each of the members of the Audit Committee is independent in accordance with the applicable rules of the New York Stock Exchange. The Board of Directors has also determined that at least one director has financial management expertise under New York Stock Exchange listing standards and that Frank V. Cahouet is an audit committee financial expert within the meaning of the Securities and Exchange Commission regulations.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, the Company's internal controls and financial reporting process and the procedures designed to assure compliance with accounting standards and applicable laws and regulations. Ernst & Young LLP (Ernst & Young), the Company's independent registered public accounting firm, is responsible for performing an independent audit of the Company's Financial Statements and expressing an opinion as to their conformity with generally accepted accounting principles. The Audit Committee reviewed and discussed the Company's Financial Statements with management and Ernst & Young, and discussed with Ernst & Young the matters required to be discussed by Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit Committee has received written disclosures and the letter from Ernst & Young required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young's communication with the Audit Committee concerning independence and has discussed with Ernst & Young its independence.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting and are not, and do not represent themselves to be, performing the functions of auditors or accountants. Members of the Audit Committee may rely without independent verification on the information provided to them and on the representations made by management and Ernst & Young. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not assure that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that the Company's auditors are in fact independent .

Based on these reviews and discussions, the Audit Committee recommended to the Board of Directors that the Financial Statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2012 for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee of the Board of Directors:

Frank V. Cahouet, Chair

Ruth E. Bruch

Kenneth C. Dahlberg

Simon M. Lorne

Paul D. Miller

Michael T. Smith

February 19, 2013

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ITEM 3 ON PROXY CARD

ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), which was added under the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are asking stockholders to approve an advisory resolution on the Company's executive compensation as reported in this Proxy Statement. As described below in the Compensation Discussion and Analysis section of this Proxy Statement, our executive compensation program is designed to attract and retain high quality executives and to align the interest of management with the interests of stockholders by rewarding both short and long term performance.

Teledyne performed strongly in 2012, including the following results. We believe that our performance-oriented executive compensation program played an important role in our 2012 growth and successes.

Revenue and net income from continuing operations increased by 9.5% and 13.9%, respectively, over 2011 results.

Earnings per share from continuing operations in 2012 was a record \$4.33, increasing 13.6% over 2011.

Over the past 11 years earnings per share from continuing operations has grown at a compounded annual growth rate of 31.7%.

Key strategic accomplishments in 2012 included the acquisition of LeCroy Corporation, in addition to other strategic acquisitions.

Our management team has worked to transform our product portfolio into that of a high technology industrial company that is less dependent on U.S. Government business.

We urge stockholders to read the Compensation Discussion and Analysis below, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and related compensation tables and narratives which provide detailed information on the compensation of our named executives. The Personnel and Compensation Committee believes that the policies and procedures articulated in the Compensation Discussion and Analysis are effective in achieving our goals and that the compensation of our named executives reported in this Proxy Statement has supported and contributed to the Company's success.

We are asking stockholders to approve the following advisory resolution at the 2013 Annual Meeting:

RESOLVED, that the compensation paid to the Company's named executives during 2012, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables and narrative in the Proxy Statement for the Company's 2013 Annual Meeting of Stockholders, is hereby APPROVED.

This advisory resolution, commonly referred to as a say on pay resolution, is not binding on the Board of Directors or the Company. Although non-binding, the Board and the Personnel and Compensation Committee will carefully review and consider the voting results when evaluating our executive compensation program.

The proposal to adopt the advisory resolution set forth above will be approved by the stockholders if it receives the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. If you sign and return your proxy card, your shares will be voted (unless you indicate to the contrary) to approve the advisory resolution. If you specifically abstain from voting on the proposal, your shares will not affect the outcome of the vote.

Following the 2011 Annual Meeting of Stockholders, our Board of Directors voted to hold a vote on this advisory say on pay resolution on an annual basis.

**The Board of Directors Recommends
a Vote FOR Approval of the Advisory Resolution
on Executive Compensation.**

Table of Contents**OTHER BUSINESS**

We know of no business that may be presented for consideration at the meeting other than the three action items indicated in the Notice of Annual Meeting. If other matters are properly presented at the meeting, the persons designated as proxies in your proxy card may vote at their discretion.

Following adjournment of the formal business meeting, Dr. Robert Mehrabian, Chairman, President and Chief Executive Officer, will address the meeting and will hold a general discussion period during which the stockholders will have an opportunity to ask questions about our Company and businesses.

STOCK OWNERSHIP INFORMATION**Section 16(a) Beneficial Ownership Reporting Compliance**

The rules of the Securities and Exchange Commission require that we disclose late filings of reports of stock ownership (and changes in stock ownership) by our directors and statutory insiders. To the best of our knowledge, all of the filings for our directors and statutory insiders were made on a timely basis in 2012, except that a Form 4 reporting the cash exercise of a stock option on January 2, 2012 by director Admiral Miller was filed on January 13, 2012 due to an administrative oversight.

Five Percent Owners of Common Stock

The following table sets forth the number of shares of our common stock owned beneficially by each person known to us to own beneficially more than five percent of our outstanding common stock. As of February 15, 2013, we had received notice that the individuals and entities listed in the following table are beneficial owners of five percent or more of our common stock. In general, beneficial ownership includes those shares that a person has the power to vote or transfer, and options to acquire common stock that are exercisable currently or within 60 days. As of February 15, 2013, we had 37,286,255 shares outstanding.

Name and Address of Beneficial Owner	Number of Shares	Percent of Class
BlackRock, Inc.(1) 40 East 52nd Street, New York, NY 10022	2,810,644	7.5%
FMR LLC(2) 82 Devonshire Street Boston, MA 02109	2,809,535	7.5%
Wellington Management Company LLP(3) 280 Congress St. Boston, MA 02210	2,453,035	6.6%
The Vanguard Group, Inc.(4) 100 Vanguard Blvd Malvern, PA 19355	2,119,137	5.7%
Singleton Group LLC(5) 335 North Maple Drive, Suite 177 Beverly Hills, CA 90210	1,999,900	5.4%

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1. Based on an amendment to Schedule 13G filed by BlackRock, Inc. on February 8, 2013.
2. FMR LLC, filed an amendment to its Schedule 13G on February 14, 2013, reporting that it has sole voting power with respect to 101,110 shares and beneficially owns and has sole dispositive power with respect to 2,809,535 shares.
3. Wellington Management Company LLP filed an amendment to its Schedule 13G on February 14, 2013, reporting that in its capacity as investment adviser, it may be deemed to beneficially own and have shared dispositive power with respect to 2,453,035 shares which are held of record by clients of Wellington Management, and that it has shared voting power with respect to 1,812,627 shares.

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4. The Vanguard Group, Inc. filed a Schedule 13G on February 11, 2013, reporting sole voting power with respect to 54,757 shares, shared dispositive power with respect to 53,257 shares and sole dispositive power with respect to 2,065,880 shares.
5. Singleton Group LLC, jointly with William W. Singleton, Christina Singleton Mednick and Donald E. Rugg, filed a Schedule 13G on July 31, 2007. Mr. Singleton, Ms. Mednick and Mr. Rugg reported that they share voting and dispositive power with respect to 1,999,900 shares in their capacities as managers of Singleton Group LLC. Mr. Rugg reported that he owned an additional 45 shares of common stock directly, with respect to which he has sole voting and dispositive power.

Stock Ownership of Management

The following table shows the number of shares of common stock reported to us as beneficially owned by (i) each of our directors and each executive officer named in the executive compensation tables and (ii) all of our directors and Section 16 statutory officers as a group, in each case based upon the beneficial ownership of such persons of common stock as reported to us as of February 15, 2013, including shares as to which a right to acquire ownership exists (for example, through the exercise of stock options) within the meaning of Rule 13d-3(d)(1) under the Securities Exchange Act of 1934. Certain shares beneficially owned by our officers and directors may be held in accounts with third party brokerage firms, where such shares may from time to time be subject to a security interest for margin credit provided in accordance with such brokerage firm's policies.

Beneficial Owner	Number of Shares	Percent of Class
Robert Mehrabian	374,324(1)	1.0%
Susan L. Main	58,554(2)	*
Dale A. Schnittjer	87,775(3)	*
Aldo Pichelli	112,525(4)	*
Rex D. Geveden	40,626(5)	*
Wajid Ali	7,905(6)	*
Roxanne S. Austin	16,811(7)	*
Ruth E. Bruch	784(8)	*
Frank V. Cahouet	124,134(9)	*
Charles Crocker	65,557(10)	*
Kenneth C. Dahlberg	43,304(11)	*
Simon M. Lorne	74,798(12)	*
Paul D. Miller	57,200(13)	*
Michael T. Smith	69,567(14)	*
Wesley W. von Schack	26,915(15)	*
All directors and executives as a group (16 persons)	1,116,367(16)	2.9%

* Less than one percent.

1. The amount includes 136,043 shares held by The Mehrabian Living Trust, of which Dr. Mehrabian and his wife are trustees. The amount also includes 18,701 shares of unvested restricted stock subject to forfeiture and 174,968 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
2. The amount also includes 5,022 shares of unvested restricted stock subject to forfeiture, and 28,328 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013. Includes 943 shares acquired under Teledyne's Employee Stock Purchase Plan based on information received as of December 31, 2012. Also includes 1,000 shares held jointly by Ms. Main's spouse.

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3. Mr. Schnittjer ceased being Teledyne's Senior Vice President and Chief Financial Officer in November 2012, in connection with his retirement. The amount includes 18,311 shares held by the Schnittjer 2002 Trust, of which Mr. Schnittjer and his wife are trustees. The amount also includes 4,793 shares of unvested restricted stock

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- subject to forfeiture and 61,650 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013. Also includes 3,021 shares acquired under Teledyne's Employee Stock Purchase Plan based on information received as of February 6, 2013.
4. The amount includes 49,141 shares held by the Pichelli Living Trust, of which Mr. Pichelli and his wife are trustees. The amount also includes 8,522 shares of unvested restricted stock subject to forfeiture and 48,660 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013. Also includes 745 shares held in Teledyne's 401(k) plan and 595 shares acquired under Teledyne's Employee Stock Purchase Plan based on information received as of December 31, 2012 and January 23, 2013, respectively.
 5. The amount includes 5,909 shares of unvested restricted stock subject to forfeiture and 22,660 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013. Also includes 546 shares acquired under Teledyne's Employee Stock Purchase Plan and 1,217 shares held in Teledyne's 401(k) plan based on information received as of January 23, 2013.
 6. The amount includes 1,449 shares of unvested restricted stock subject to forfeiture and 3,000 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
 7. The amount includes 2,000 shares held by the Thomas and Roxanne Austin Trust and 12,000 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
 8. The amount includes 500 shares held by the John L. Gigerich Trust, beneficial ownership of which is disclaimed.
 9. This amount includes 43,841 shares held by a revocable trust, of which Mellon Bank, N.A. is trustee. The amount also includes 699 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
 10. The amount includes 13,513 shares held by The Crocker Revocable Trust, Charles Crocker, Trustee and 36,518 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
 11. The amount includes 37,106 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
 12. The amount includes 67,221 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
 13. The amount includes 42,221 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
 14. The amount includes 49,842 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013. The amount also includes 200 shares owned by Mr. Smith's wife, beneficial ownership of which is disclaimed.
 15. The amount includes 16,000 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013.
 16. This amount includes an aggregate of 557,033 shares of our common stock underlying stock options exercisable within 60 days of February 15, 2013. This amount includes shares to which beneficial ownership is disclaimed as follows: 200 shares owned by Mr. Smith's

wife and 500 shares held by the John L. Gigerich Trust. See also footnotes 1, 2, 3, 4, 7, 9 and 10 for the number of shares held jointly and in trusts. This amount does not include shares beneficially held by Mr. Schnittjer, who was not an executive as of the table date. This amount includes shares beneficially held by two executive officers not listed on the table who are not named executives.

Phantom Shares. Under the Teledyne Technologies Incorporated Non-Employee Director Stock Compensation Plan, non-employee directors may elect to defer payment of up to 75% of their annual retainer fees and committee chair fees and 100% of their meeting fees under the Teledyne Technologies Incorporated Executive Deferred Compensation Plan. Under the Deferred Compensation Plan, non-employee directors may elect to have their deferred monies treated as though they are invested in our common stock (called the Teledyne Common Stock Phantom Fund). Deferrals to the Teledyne Common Stock Phantom Fund mirror actual purchases of stock, but no actual stock is issued and the award is settled in cash. There are no voting or other stockholder rights associated with the fund. As of February 15, 2013, the following directors had the following number of phantom shares of common stock under the Deferred Compensation Plan: Charles Crocker 451 phantom shares; Frank V. Cahouet 10,424 phantom shares; Simon Lorne 1,049 phantom shares; Paul D. Miller 3,607 phantom shares; and Michael T. Smith 781 phantom shares.

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EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

Executive Summary and 2012 Overview

Our Compensation Objectives and Programs:

Our objective with respect to executive compensation is to attract and retain executives of the highest quality and to align the interest of management with the interests of stockholders by rewarding both short- and long-term performance. The key components of our executive compensation program are reviewed annually for appropriateness and include a balanced mix of short- and long-term compensation and cash and equity compensation.

Our executive compensation program is performance-oriented and based on a mix of multiple metrics, financial targets and performance periods. Short-term cash compensation consists of competitive base salaries and the Annual Incentive Plan (AIP). The AIP is our annual performance-based cash bonus program that is designed to principally reward year-over-year profitable growth. Long term compensation consists of stock options, performance-based restricted stock awards and a performance share program (PSP). Stock options are time-based incentives that vest over a three year period and are intended to reward executives for absolute stock price appreciation. Performance-based restricted stock awards are intended to reward executives for total shareholder return relative to the Russell 2000 Index over a three year performance period. The PSP is designed to reward executives for achieving a mix of both profitable long-term growth and total shareholder return relative to the Russell 2000 Index over a three-year performance period. In addition, the PSP also serves to reinforce long-term executive retention since payments under the PSP are made in three annual installments following the completion of the three-year performance cycle.

Compensation for senior executives at Teledyne is determined by the Personnel and Compensation Committee. The Personnel and Compensation Committee sets target amounts for overall compensation and specific compensation components and determines the mix of short- and long-term compensation in part by benchmarking Teledyne's pay against the compensation at peer group companies. The Personnel and Compensation Committee receives advice and assistance in setting compensation from an independent compensation consultant.

At the Company's 2012 Annual Meeting of Stockholders held on April 25, 2012, over 93% of stockholders present in person or by proxy at the meeting voted to approve the non-binding advisory vote on executive compensation. The Personnel and Compensation Committee believes this level of stockholder support reflects a strong endorsement of our executive compensation policies and philosophy and as a result did not change its approach to executive compensation in 2012. The Personnel and Compensation Committee will continue to consider the outcome of the Company's say on pay votes when making future compensation decisions for the named executives.

Highlights of 2012 Performance:

Teledyne performed strongly in 2012, including the following results. We believe that our performance-oriented executive compensation program played an important role in our 2012 growth and successes.

Revenue and net income from continuing operations increased by 9.5% and 13.9%, respectively, over 2011 results.

Earnings per share from continuing operations in 2012 was a record \$4.33, increasing 13.6% over 2011.

Over the past 11 years earnings per share from continuing operations has grown at a compounded annual growth rate of 31.7%.

Key strategic accomplishments in 2012 included the acquisition of LeCroy Corporation, in addition to other strategic acquisitions.

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Our management team has worked to transform our product portfolio into that of a high technology industrial company that is less dependent on U.S. Government business.

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Our successes in 2012 were reflected in Teledyne's stock price. Teledyne's stock price increased 16.1% in fiscal 2012, compared to a total shareholder return of 14.0% for the Russell 2000 Index. The graph below shows Teledyne's cumulative total stockholder return (i.e. price change plus reinvestment of dividends) on our common stock for the five fiscal years ending December 30 2012, as compared to the Standard & Poor's 500 Composite Index, the Russell 2000 Index and the Standard & Poor's 1500 Industrials. In fiscal 2012, the increase in Teledyne's stock price was higher than the increase in total shareholder return for each of the comparable indices in the table below. The graph assumes \$100 was invested on December 28, 2007. In accordance with the rules of the Securities and Exchange Commission, this presentation is not incorporated by reference into any of our registration statements under the Securities Act of 1933.

Summary of 2012 Executive Compensation Developments

Teledyne's named executives for 2012 are:

Robert Mehrabian, Chairman, President and Chief Executive Officer;

Susan L. Main, Senior Vice President and Chief Financial Officer;

Dale A. Schnittjer, Former Senior Vice President and Chief Financial Officer;

Aldo Pichelli, President and Chief Operating Officer, Instrumentation and Aerospace and Defense Electronics Segments;

Rex D. Geveden, President, Engineered Systems Segment and Teledyne Scientific & Imaging LLC; and

Wajid Ali, Vice President and Controller.

Teledyne's executive compensation in 2012 reflected the strong financial performance of the Company. As a result of the strong year-over-year performance in 2012 and the achievement by individual executives of their

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personal goals, AIP awards for 2012 received by named executives were on average 31% higher than the target amounts. Dr. Robert Mehrabian, Teledyne's Chairman, President and Chief Executive Officer, received an AIP award of \$1,258,000, which was 38% higher than the target amount.

Executive officers in general received merit increases in base salary in the range of 2.72%-3.00% in 2012, effective September 2012. Dr. Mehrabian received a merit increase of 2.8%. The merit increases were based on benchmarking against peer companies and individual performance. Mr. Pichelli and Mr. Geveden received merit increases of 7.35% and 10.8%, respectively, based on general industry and industry peer compensation information provided by independent compensation consultants and internal pay comparisons. Ms. Main, who was promoted to Senior Vice President and Chief Financial Officer in November 2012, and Mr. Ali, who was promoted to Vice President and Controller in November 2012, received salary increases of 22.0% and 6.67%, respectively, as a result of their promotions. Stock options and performance-based restricted stock awards were also made in 2012, in amounts largely consistent with prior year awards when such awards were made.

In January 2012, the Committee established a new three-year cycle under the PSP for key employees, including the named executives, which was previously established under the Teledyne Technologies Incorporated 2008 Incentive Award Plan. Awards under this cycle of the PSP will be paid 100% in cash, except for Canadian residents, who will be paid in shares of Teledyne stock.

During the three year period ended December 31, 2012, Teledyne's stock price growth was 121% of the growth in the Russell 2000 Index for the same period. As a result, in January 2013, participants in Teledyne's performance-based restricted stock program received all of their 2010 restricted stock award, which had a three year performance period ended December 31, 2012.

Commitment to Best Practices:

The Personnel and Compensation Committee periodically reviews its compensation policies and practices in light of best practices and makes appropriate adjustments when necessary. For example, in 2010, all of our currently employed named executives agreed to amend their change in control severance agreements to eliminate automatic single trigger vesting of stock options, excise tax gross-ups for excess parachute payments and to change the formula used to calculate severance payments.

Teledyne seeks to develop pay programs that are reflective of good corporate governance. Among other things:

we do not guarantee bonuses or, outside of certain new hires, equity or option grants;

beginning with AIP awards for the 2012 fiscal year, we do not exercise discretionary upward adjustment to bonus awards for named executives;

base salaries and other components of compensation are informed by external market conditions including peer group data approved by the Personnel and Compensation Committee, which consists entirely of independent directors;

performance incentive awards are capped and there will be no payout if minimum performance goals are not achieved;

executive perquisites that are generally not available to other employees are minimal and in the case of our Chief Executive Officer limited to a car allowance (we discontinued making club memberships, other than airline lounge membership for frequent flyers, available to all executive officers in 2007);

we have never re-priced stock options;

our insider trading policy prohibits the pledging or hedging of company stock by directors and executive officers;

we implemented stock ownership guidelines for key executive officers and directors in 2008; and

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we intend to adopt a formal policy related to the clawback of incentive compensation once the Securities and Exchange Commission adopts final rules implementing Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act related to the recovery of erroneously awarded compensation.

Personnel and Compensation Committee

The Personnel and Compensation Committee reviews and administers the compensation for the Chief Executive Officer and other members of senior management, including the named executives listed on the Summary Compensation Table beginning on page 42 of this Proxy Statement. In the case of the Chief Executive Officer, the compensation determination made by the Committee is reviewed by the entire Board. The Committee is composed exclusively of non-employee, independent directors. The Committee retained the compensation consultants Exequity LLP to assist the Committee in fulfilling its responsibilities in 2012. The services that Exequity LLP performed for Teledyne were related to executive compensation and were primarily in support of decision-making by the Committee. No other services were provided by Exequity LLP for the Company. In January 2013, the Personnel and Compensation Committee conducted a conflict of interest assessment of Exequity LLP, and no conflicts of interest were identified resulting from retaining Exequity LLP during the fiscal year ended December 30, 2012. In reaching these conclusions the Personnel and Compensation Committee considered factors set forth in applicable rules promulgated by the Securities and Exchange Commission.

The Personnel and Compensation Committee has a written charter that delineates its responsibilities, a full copy of which is posted on our website at www.teledyne.com. Among other duties, the charter states that the Committee shall review and approve the corporate goals and objectives relevant to the Chief Executive Officer and other executive officer compensation, evaluate Chief Executive Officer and other executive officer performance in light of those goals and objectives, and determine and approve all compensation of the chief executive officer and other executive officers based on this evaluation. In determining the long-term incentive component of Chief Executive Officer compensation, the Committee considers corporate performance and shareholder return relative to the Russell 2000 Index, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the Chief Executive Officer in past years. The charter also states that the Committee will review and approve any employment agreements and severance arrangements, any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits, and any special or supplemental compensation and benefits for the Chief Executive Officer and executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

Our Chief Executive Officer works with the Personnel and Compensation Committee Chair, our Vice President of Administration and Human Resources and the Office of the Corporate Secretary in establishing the agenda for the Committee and makes compensation recommendations for the named executives (other than himself).

Peer Group Comparisons

Our peer group that we use for comparative purposes is intended to be representative of companies of similar size to us in the industries in which we compete, specifically instrumentation, digital imaging, aerospace and defense electronics and systems engineering. Such peer group is not used for the purposes of the performance graph included in the Executive Summary and 2012 Overview section above and in our Annual Report. In order to provide industry specific data for those jobs not matched to positions in the peer group, data from other published survey sources was used as additional reference, including the Aon Hewitt Total Compensation Survey.

In July 2012, the Personnel and Compensation Committee added four additional companies to our peer group Alliant Techsystems, IDEX Corporation, Woodward, Inc. and Xylem, Inc. The selection of new peer group companies was made to make our peer group more reflective of the current nature of Teledyne's business

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portfolio, market capitalization and revenue, and based in part on a review of peer group companies used by proxy advisory firms. The new peer group companies sell to similar types of customers as we do, including customers in the aerospace, defense and energy markets, and engage in lines of businesses similar to our key lines of business, including the design, manufacture and supply of sophisticated instrumentation products.

Our peer group for 2012 compensation purposes was comprised of the following companies:

Alliant Techsystems	ManTech International Corp.
Ametek Inc.	MOOG, Inc.
CACI International, Inc.	Orbital Sciences Corporation
Crane Co.	PerkinElmer, Inc.
Curtiss-Wright Corporation	Roper Industries Inc.
Esterline Technologies Corporation	Teradyne Inc.
Flir Systems, Inc.	Woodward, Inc.
IDEX Corporation	Xylem, Inc.

Our peer group, including the new additions made in 2012, contains companies having median annual revenues and market capitalizations of \$2.3 billion and \$2.4 billion, respectively. In 2012, Teledyne's annual revenues were approximately \$2.1 billion and its market capitalization as of end of 2012 was approximately \$2.4 billion. The Committee also reviews data collected from a broader industry peer group consisting of 43 companies in order to understand what an executive with comparable responsibility to a company executive would earn in the broader industry. The companies in the general industry group have annual revenues of between \$1.0 billion and \$3.0 billion.

Determining the Amount and Mix of Compensation

Our compensation program is designed to balance our need to provide our executives with incentives to achieve our short-term and long-term performance goals with the need to pay competitive base salaries. In July of each year the Personnel and Compensation Committee, with assistance from Exequity LLP, reviews and compares each named executive's pay to various market data points for that named executive's position. For purposes of this review, the Committee considers an executive's total annual compensation to be the sum of current year base salary, actual cash bonus paid in the current fiscal year, target bonus levels, the aggregate fair value of stock options granted during the fiscal year, the face value of performance-based restricted stock granted during the fiscal year and the target value of PSP awards, annualized over three years.

The Committee is guided by market benchmark information in setting compensation levels and determining the mix of cash and non-cash compensation. It typically aims to set fixed pay at the 50th percentile and performance-based compensation at between the 50th percentile and 75th percentile, in recognition that we compete with much larger companies for executive-level talent and in order to incentivize executives to achieve long-term performance goals. The Personnel and Compensation Committee will consider the amount of prior salary increases, stock option grants and performance-based restricted stock grants as a factor in determining compensation for the current period. For Dr. Mehrabian in 2012, targeted total compensation was at the 25th percentile for our peer group, with base salary and targeted bonus being at the peer group median and long-term compensation being below the 25th percentile for our peer group. For Mr. Schnittjer in 2012, targeted total compensation was at the median for our peer group, with base salary and targeted bonus being at the 25th percentile of our peer group and long-term compensation being at the median for our peer group. For Mr. Pichelli in 2012, targeted total compensation was at the median for our peer group, with base salary being at the median, targeted bonus being at the 25th percentile and long-term compensation being slightly above the median for our peer group. For Mr. Geveden in 2012, targeted total compensation was at the median for our peer group, with base salary and targeted bonus being at the median and long-term compensation being slightly above the median for our peer group. For Ms. Main in 2012 (in her position as Controller), targeted total compensation was above the 75th percentile for the general industry group, with base salary being at the 75th percentile, targeted bonus being slightly above the median and long-term compensation being above the 75th percentile for the general industry group. Mr. Ali was not part of the executive group reviewed by the Committee at that time.

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The following allocation of compensation between base salary, bonus and estimated long-term compensation for our named executives was presented to and reviewed by the Personnel and Compensation Committee at the time that it approved 2012 compensation for named executives (other than Mr. Ali):

	Robert Mehrabian	Dale A. Schnittjer	Susan L. Main	Aldo Pichelli	Rex Geveden
Base salary	26%	31%	37%	30%	32%
Estimated target bonus	26%	18%	16%	18%	20%
Estimated long-term compensation	48%	51%	47%	52%	48%

Base Salary. Base salary for all management positions generally will be targeted at the unit's industry/market median for comparable positions unless there are sound reasons, such as competitive factors for a particular executive's skill set, for varying significantly from industry medians. The Personnel and Compensation Committee's judgment will always be the guiding factor in base salary determinations, as well as any other compensation issue. The principal factors considered in decisions to adjust base salary are changes in compensation in our general industry and at our peer companies, our recent and projected financial performance, individual performance measured against pre-established goals and objectives, criticality of the executive's role, level of experience and market demand.

In September 2012, base salaries for Dr. Mehrabian, Ms. Main, Mr. Schnittjer and Mr. Ali increased between 2.72% and 3.0% year over year and the base salary for Mr. Pichelli and Mr. Geveden increased by 7.35% and 10.8%, respectively, based on general industry and industry peer compensation information provided by independent compensation consultants and internal pay comparisons. In November 2012, Ms. Main and Mr. Ali received salary increases of 22% and 6.67%, respectively, as a result of their promotions. Base salaries are reviewed by the Committee in July of each year and general merit increases, if any, take effect in September of each year. Base salaries are also reviewed at the time of a promotion or other changes in responsibilities.

Short-Term Incentives. AIP awards are cash bonuses based on the achievement of pre-defined performance measures, with up to 200% of the target award paid in the case of significant over-achievement. The majority of the awards are based on our achievement of financial performance goals, with a smaller portion tied to the achievement of pre-established individual goals.

The AIP award is expressed as a percentage of the participant's base salary as of the end of the plan year. The following schedule shows the award guidelines for the 2012 awards for named executives as a percentage of 2012 base salary:

Participants	AIP Award as a Percent of Salary		
	Target	Maximum	Actual
Robert Mehrabian	100%	200%	138%
Dale A. Schnittjer	60%	120%	83%
Susan L. Main	60%	120%	81%
Aldo Pichelli	60%	120%	65%
Rex D. Geveden	60%	120%	91%
Wajid Ali	50%	100%	48%

The target and maximum percentages were the same as in 2011, except that the target percentage for Ms. Main increased by 15% as a result of her promotion. Mr. Ali was considered a segment executive until his promotion to Vice President and Controller in November 2012.

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The AIP award is tied to the achievement of predetermined levels of operating profit, revenue, accounts receivable and inventory as a percentage of sales (ARIS) and the achievement of specific individual performance goals. We chose operating profit, revenue and ARIS as the components of the award because we believe these measures are key objective indicators of our year-over-year financial performance. The use of revenue and operating profit is designed to encourage profitable growth, while the use of ARIS is designed to promote operational efficiency. The AIP components are weighted as follows for corporate executives and business segment executives:

Corporate Officers**Segment Executive:**

Award Component	Weighting	Award Component	Weighting
Operating Profit	40%	Total Company Operating Profit	10%
Revenue	25%	Operating Profit at Business Segment	30%
ARIS	15%	Total Company Revenue	5%
Individual Performance Objectives	20%	Revenue at Business Segment	20%
Total	100%	ARIS (Total Company)	5%
		ARIS (Business Segment)	10%
		Individual Performance Objectives	20%
		Total	100%

Each of the performance measures allows for participants to earn between zero and 200% of the target at threshold and maximum performance levels, with the overall weighting emphasizing profitable growth that exceeds our business plan. Operating profit serves as an absolute threshold for the entire AIP: if operating profit is below 75% of target, no AIP award will be earned. Both the operating profit and revenue components are further weighted so that performance above the target is rewarded proportionally better than performance below the target, as more fully described below:

Operating Profit	If actual performance equals or exceeds 120% of target, the component is weighted by multiplying the percentage by 2 (200%). If actual performance is less than 75% of target, the component is given a weighting of 0%. To the extent actual performance falls between 75% and 120% of target, the multiplying factor is adjusted proportionally.
Revenue	If actual performance equals or exceeds 120% of target, the component is weighted by multiplying the percentage by 2 (200%). If actual performance is less than 67% of target, the component is given a weighting of 0%. To the extent actual performance falls between 67% and 120% of target, the multiplying factor is adjusted proportionally.
ARIS	If actual performance is equal to or greater than 105% of target the component is weighted by multiplying the percentage by 2 (200%). If actual performance is equal to or less than 95% of target, the component is given a weighting of 0%. To the extent actual performance falls between 95% and 105% of target, the multiplying factor is adjusted proportionally.
Individual Performance Objectives	Weighted proportionally on a scale of 0% to 200%.

The sum of the components, after being weighted for performance, is then multiplied by the executive's target AIP award as a percent of base annual salary to arrive at the executive's performance adjusted AIP percentage. To this amount the Personnel and Compensation Committee may make an upward or downward discretionary adjustments of up to 20%, provided the aggregate of all upward discretionary adjustments may not exceed 5% of the total amount of the total AIP bonus, and provided that upward discretionary adjustments may not be made for named executives.

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The tables below show operating profit, revenue and ARIS for 2012 as compared to target amounts by relevant business segment:

Operating profit (in millions):

	Target	Actual 2012 Results	2012 Results as a Percentage of Target
Teledyne (corporate)	\$ 227.7	\$ 244.0	107.2%
Instrumentation Segment	\$ 135.6	\$ 139.3	102.7%
Digital Imaging Segment	\$ 27.1	\$ 28.4	104.8%
Aerospace and Defense Electronics Segment	\$ 97.4	\$ 85.7	88.0%
Engineered Systems Segment	\$ 19.8	\$ 23.7	119.7%

Revenue (in millions):

	Target	Actual 2012 Results	2012 Results as a Percentage of Target
Teledyne (corporate)	\$ 2,003.9	\$ 2,160.9	107.8%
Instrumentation Segment	\$ 684.5	\$ 769.3	112.4%
Digital Imaging Segment	\$ 383.9	\$ 421.4	109.8%
Aerospace and Defense Electronics Segment	\$ 685.7	\$ 663.0	96.7%
Engineered Systems Segment	\$ 289.8	\$ 302.4	104.4%

ARIS:

	Target	Actual 2012 Results	2012 Results as a Percentage of Target
Teledyne (corporate)	23.0%	23.5%	98.1%
Instrumentation Segment	22.1%	22.6%	97.8%
Digital Imaging Segment	21.7%	24.1%	88.9%
Aerospace and Defense Electronics Segment	26.4%	29.0%	90.2%
Engineered Systems Segment	10.4%	7.9%	124.0%

For purposes of determining operating profit and revenue for the AIP, we adjust the amounts for inter- company sales and certain one-time events and tax items. Target amounts are derived from our business plan, which is presented to and approved by our Board in January of each year.

The following is an illustration of the AIP award calculation using the example of a hypothetical corporate executive with a salary of \$300,000 and a target AIP award of 60%, using actual corporate performance results for 2012:

Performance Goal	Performance Goal as % of AIP Award	Actual Performance as a % of Target	Weighting of Performance Goal (multiplier)	Adjusted Performance Goal as a % of AIP Award
Operating Profit	40%	107.2%	136%	54.4% [40%*1.36]
Revenue	25%	107.8%	139%	34.75% [25%*1.39]
ARIS	15%	98.1%	62%	9.3% [15%*.62]
Individual Objectives	20%	100%	100%	20% [20%*1.0]

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Assuming no discretionary adjustment by the Personnel and Compensation Committee, the hypothetical executive's performance adjusted AIP award would be 71% of salary (60% *1.1845), or \$213,000.

Individual performance objectives typically consist of five or six goals for each named executive that are weighted in terms of importance. Some of the goals are corporate-level goals shared by all named executives and some goals are specific to individual executives. The goals are qualitative and quantitative in nature. Corporate-level goals included continued implementation of our three-year strategic plan and achieving specific revenue and earnings per share targets higher than targets set forth in our strategic plan. Individual-specific goals included achieving specified targets for cost reductions, free cash flow, warranty and rework costs and working capital, improving linear shipments, ensuring effective internal control procedures, succession planning, and successfully integrating acquisitions. In 2012, achievement of no specific individual performance goal for named executives accounted for more 10% of a named executive's actual bonus.

The Committee determined that Dr. Mehrabian achieved 200% of his individual performance objectives, based on the company's over-achievement of financial objectives, cost reductions initiatives, implementation of the company's three-year strategic plan, successful completion of 2012 acquisitions and integration of prior acquisitions, and other factors. Based on recommendations by the Chairman, President and Chief Executive Officer, the Committee determined that Mr. Schnittjer achieved 200% of his individual performance objectives, in part due to his superior performance against his objectives and the smooth and seamless transition of his duties as Chief Financial Officer, that Ms. Main achieved 187.5% of her individual performance objectives, in part due to her exceptional performance in financial matters, Mr. Pichelli achieved 200% of his individual performance objectives, in part due to his successful integration of acquisitions, his role in achieving cost reductions and exemplary leadership, that Mr. Geveden achieved 125% of his individual performance objectives, in part due to his success in managing Teledyne Scientific and Imaging, LLC, winning bids on several specific government programs and in recruiting key employees, and that Mr. Ali achieved 200% of his individual performance objectives, due in part to his financial oversight of business units in the Digital Imaging segment.

In determining the actual 2012 Annual Incentive Plan awards, the Personnel and Compensation Committee did not make any discretionary adjustments in the case of the named executives.

For 2012, aggregate awards for all employees were paid from a pool equal to 7.4% of operating profit before payment of AIP awards, which is less than the 11% limit initially established by the Committee when it approved the 2012 AIP goals. The 11% limit is a cap for the aggregate bonus amounts. It is not a pre-determined amount from which bonuses are to be distributed. In 2002, the Personnel and Compensation Committee determined that the bonus pool would not exceed 11% of operating profit before payment of AIP awards, which was consistent with historical levels. The 11% cap has been part of the AIP since that time, as the Committee considers it to be an appropriate upper limit to the potential bonus payments, although it reserves the right to modify this percentage. The size of the final AIP pool will depend on the financial performance of the Company or applicable business unit versus predetermined financial targets discussed above and the size of the base annual salaries of the employee participants.

Long-Term Incentives. Long-term incentives consist of three components: stock options, a three-year PSP and a performance-based restricted stock award program. We believe that the incentives provided by our stock options, PSP award and performance-based restricted stock award programs are consistent with our compensation goals of employee retention, rewarding executives for long-term performance and rewarding executives for long-term increases in our stock price, both in absolute terms and as compared to the broader market. The terms of our Amended and Restated 2008 Incentive Award Plan require that all full value awards, which include shares issued under our performance-based restricted stock award program and PSP, have vesting schedules of at least three years. We believe the three year vesting or performance period of our long-term incentives is consistent with market practice and our overall compensation objectives.

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Stock Options. Stock options generally are awarded annually to a broad group of key employees who are nominated by management to receive awards and whose awards the Personnel and Compensation Committee approves. In practice, the amount of the award generally depends on the employee's position. Stock options provide our employees with the opportunity to participate in shareholder value created as a result of stock price appreciation, and as a result further our objective of aligning the interests of management with the interests of our stockholders.

All stock options granted are non-qualified stock options, vest at a rate of one-third per year, with full vesting at the end of three years and have a term of ten years. A description of the terms under our incentive plans related to the treatment of stock options upon termination of employment can be found under the heading "Potential Payments Upon Termination or a Change in Control" on page 52 of this Proxy Statement.

In 2012, we awarded stock options for an aggregate of 500,006 shares of common stock to Teledyne employees, of which options to purchase 88,500 shares of common stock were awarded to named executives. For purposes of the Summary Compensation Table, stock options are valued at fair value calculated in accordance with FAS Topic 718 and the compensation expense associated with an executive's stock options as of the end of our 2012 fiscal year is reported in the Option Awards column.

The following schedule represents award guidelines established by the Personnel and Compensation Committee for named executives and the actual stock option grants awarded to those named executives in 2012:

Participants	Annual Stock Option Award Guidelines		
	Minimum	Maximum	Actual 2012
Robert Mehrabian	25,000	50,000	35,000
Dale A. Schnittjer	15,000	25,000	15,000
Susan L. Main	7,000	15,000	7,000
Aldo Pichelli	7,000	15,000	15,000
Rex D. Geveden	7,000	15,000	12,000
Wajid Ali			4,500

Actual awards made within the guidelines, except for awards made to the Chief Executive Officer, are based on the recommendation of the Chief Executive Officer and approval of the Personnel and Compensation Committee. The award for the Chief Executive Officer is made at the sole discretion of the Committee. In determining the amount of options awarded to named executives in 2012, the Committee used historical grants as a guideline and considered the market data provided by its independent consultant. Mr. Ali's 2012 award is based on terms set forth in his employment agreement.

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Performance Share Program. PSP awards are intended to reward executives to the extent we achieve specific pre-established financial performance goals and provide a greater long-term return to shareholders relative to a broader market index. The PSP provides grants of performance share units, which key officers and executives may earn if we meet specified performance objectives over a three-year period. Forty percent of the award is based on the achievement of specified levels of operating profit, 30% on the achievement of specified levels of revenue and 30% on the achievement of specified levels of return to shareholders. For the 2009-2011 and 2012-2014 cycles, the Russell 2000 Index is the benchmark for the specified return to shareholders component. No awards are made if the three-year aggregate operating profit is less than 75% of target, unless the Committee determines otherwise. The percentages referred to above are then adjusted to reflect the extent to which actual performance is greater or less than the target. Performance above the target is rewarded proportionally better than performance below the target, as more fully described below:

Operating Profit	If actual performance equals or exceeds 120% of the target, the component is weighted by multiplying the percentage by 2 (200%). If actual performance is less than 75% of target, the component is given a weighting of 0%. To the extent actual performance falls between 75% and 120% of target, the multiplying factor is adjusted proportionally.
Revenue	If actual performance equals or exceeds 120% of the target, the component is weighted by multiplying the percentage by 2 (200%). If actual performance is less than 67% of target, the component is given a weighting of 0%. To the extent actual performance falls between 67% and 120% of target, the multiplying factor is adjusted proportionally.
Return to Shareholders	If actual performance equals or exceeds 120% of the target, the component is weighted by multiplying the percentage by 2 (200%). If actual performance is less than 67% of target, the component is given a weighting of 0%. To the extent actual performance falls between 67% and 120% of target, the multiplying factor is adjusted proportionally.

The sum of the components, after being weighted for performance, is then multiplied by the executive's target PSP opportunity percentage to arrive at the executive's performance adjusted PSP award, which is expressed as a percentage of base salary. The maximum award is 200% of the executive's target PSP opportunity percentage. Operating profit and revenue includes contributions from acquisitions during the performance cycle and may be adjusted to reflect the impact of significant changes in accounting principles, discontinued operations, unusual or extraordinary corporate transactions, events or developments, and unusual tax benefits.

Awards are generally paid to the participants in three annual installments after the end of the performance cycle so long as they remain employed. A description of the treatment of PSP awards upon termination of employment can be found under the heading **Potential Payments Upon Termination or a Change in Control** beginning on page 52 of this Proxy Statement. Awards are generally paid 50% in cash and 50% in stock, subject to availability of shares. The award for the 2012-2014 performance cycle will be paid 100% in cash, due to the unavailability of shares under the 2008 Incentive Award Plan (the predecessor plan to the Amended and Restated 2008 Incentive Award Plan) at the time the award was established, except that Canadian residents will receive payment in shares of Teledyne stock.

The 2012-2014 performance cycle has the following target performance goals:

Performance Goal	Target
Operating Profit	Aggregate of \$785.0 million for three years
Revenue	Aggregate revenue of \$6.569 billion for three years
Return to Shareholders	Return on Teledyne stock equal to the return of the Russell 2000 Index over three years

As of the end of the 2012 fiscal year, there were 39 participants in the 2012-2014 performance cycle. All of the named executives in the Summary Compensation Table participate in the 2012-2014 PSP.

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Pursuant to Securities and Exchange Commission guidance, the entire cash portion of the PSP for the 2012-2014 performance cycle will be included in the Summary Compensation Table under the Non-Equity Incentive Plan Compensation column in the year in which the performance criteria are met.

In January 2009, the Committee established a performance cycle for the three-year period ended December 31, 2011. With respect to this 2009-2011 cycle, in January 2012 the Committee determined that 100% of the target performance was met. The amount of cash that the named executives received under the 2009-2011 performance cycle in 2012 can be found in footnote 5 to the Summary Compensation Table.

Restricted Stock Award Program. This program provides grants of performance-based restricted stock, generally each calendar year, to key employees at an aggregate fair market value equal to 30% of each recipient's annual base salary as of the date of the grant, unless otherwise determined by the Committee. For tax reasons, Canadian residents that participate in this program are granted restricted stock units that include the same time-based and performance-based components as restricted stock. The restrictions are subject to both a time-based and performance-based component. In general, the restricted period for each grant of performance-based restricted stock extends from the date of the grant to the third anniversary of such date, with the restrictions lapsing on the third anniversary. However, unless the Committee determines otherwise, if we fail to meet certain minimum performance goals for a multi-year performance cycle (typically three years) established by the Committee as applicable to a performance-based restricted stock award, then all of the restricted stock would be forfeited. If we achieve the minimum performance goals, but fail to attain an aggregate level of 100% of the targeted performance goals, then a portion of the restricted stock would be forfeited.

The targeted performance goal for 2012, as in previous years, is the price of our common stock as compared to the Russell 2000 Index. In order for a participant to retain any of the restricted shares, our three-year aggregate return to shareholders (as measured by our stock price) must be more than 35% of the performance of the Russell 2000 Index for the three-year period. If our stock performance is less than 35% of the Russell 2000 Index performance, all restricted shares would be forfeited. If it ranges from 35% to less than 100%, a portion of the restricted shares will be forfeited. If it is 100% or greater, no shares are forfeited and the participant does not receive additional shares.

We believe that benchmarking the performance-based restricted stock performance goals to a broader market index like the Russell 2000 Index aligns the interest of management and stockholders because executives are rewarded only to the extent that our stock price performs relative to the stock prices of companies with similar market capitalizations.

A participant cannot transfer the restricted stock during the restricted period. In addition, during the restricted period, restricted stock generally will be forfeited upon a participant's termination of employment. A description of the treatment of performance-based restricted stock awards upon termination of employment in cases of death, disability or retirement can be found under the heading *Potential Payments Upon Termination or a Change in Control* beginning on page 52 of this Proxy Statement. Upon expiration of the restricted period, absent any forfeiture, we will deliver to the recipient certificates for the appropriate number of shares of common stock, as determined by the Committee based on achievement of the specified performance objectives, free of the restrictive legend.

We granted performance-based restricted stock to key employees on January 22, 2013, January 24, 2012, January 25, 2011, January 19, 2010 and January 20, 2009. Restrictions on 84.1% of January 20, 2009 award lapsed on January 20, 2012, and participants forfeited shares representing 15.9% of the January 20, 2009 award. Restrictions on 100% of January 19, 2010 award lapsed on January 22, 2013, since the performance of our stock price was 120.9% of that of the Russell 2000 for the three year period ended December 31, 2012.

For purposes of the Summary Compensation Table, performance-based restricted stock awards are valued at fair value on the date of grant as calculated in accordance with FASB ASC Topic 718 (formerly FAS 123(R)) and this value is reported in the Stock Awards column.

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The potential payouts under January 24, 2012 restricted stock and stock unit awards can be found in the table headed "Grants of Plan-Based Awards" on page 44 of this Proxy Statement. The maximum number of shares that the named executive could retain under the performance-based restricted stock awards granted on January 19, 2010, January 25, 2011 and January 24, 2012, can be found in the table headed "Outstanding Equity Awards at Fiscal Year End" beginning on page 45 of this Proxy Statement.

Stock Ownership Policies

Our Personnel and Compensation Committee believes stock-based compensation is an important element of compensation and, as discussed above, stock-based compensation figures prominently in our mix of compensation. In 2008, our Board adopted stock ownership guidelines that require key executives and non-employee directors to maintain ownership of a specified amount of Teledyne common stock. Key executives are required to own shares of Teledyne common stock equal in market value to the amount set forth below:

Position	Value of Shares Owned
Chairman, President and Chief Executive Officer	5 x base salary
Corporate Senior Vice Presidents or Higher	3 x base salary
Segment Presidents or Senior Vice Presidents	2 x base salary
Corporate Vice Presidents or General Managers	1 x base salary

A key executive who is defined as a recipient of a performance-based restricted stock or stock unit award is expected to attain the minimum level of target ownership within a period of five years from the date of hire or promotion, and is expected to own continuously sufficient shares to meet the guideline once attained.

Each non-employee director is required to own shares of Teledyne common stock equal in market value to three times the amount of the annual retainer. A new director is expected to attain the minimum level of target ownership within a period of five years from the date he or she is first becomes a director of the Company. Once achieved, the guideline amount must be maintained for so long as the non-employee director retains his or her seat on the Board.

In determining the value of common stock the Nominating and Governance Committee uses the average price of Teledyne common stock during the most recent calendar year. Performance-based restricted stock and stock units and vested in-the-money options are included in the definition of common stock.

Our Nominating and Governance Committee reviews compliance with the stock ownership guidelines annually at its January meeting. As of the end of our 2012 fiscal year, all of our key executives and non-employee directors owned sufficient shares to comply with the guidelines with the exception of three executives and one non-employee director, all of whom have additional time to achieve compliance pursuant to the terms of the guidelines. All of our named executives owned sufficient shares as of the end of 2012 to comply with the guidelines, except for Mr. Ali who has additional time to achieve compliance. The full text of our stock ownership guidelines is available on our website at www.teledyne.com.

Change in Control Severance Agreements

Each of our named executives, as well as 12 other executives, is a party to a change in control severance agreement with us. A description of the terms of the agreements can be found under the heading "Potential Payments Upon Termination or a Change in Control" beginning on page 52 of this Proxy Statement. In entering into these agreements, the Personnel and Compensation Committee desired to assure that we would have the continued dedication of certain executives and the availability of their advice and counsel, notwithstanding the possibility of a change in control, and to induce such executives to remain in our employ. The Committee believes that, should the possibility of a change in control arise, it is imperative that we be able to receive and rely upon our executives' advice, if requested, as to the best interests of our Company and stockholders without the

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concern that he or she might be distracted by the personal uncertainties and risks created by the possibility of a change in control. The Committee also considered arrangements offered to similarly situated executives of comparable companies.

We chose the specific amounts and triggers contained in the change in control severance agreements because we believe such terms provide reasonable assurances that our executive officers will remain with us during an acquisition or change of control event, should one occur, and assist in the assessment of a possible acquisition or change in control event and advise management and the Board as to whether such acquisition or change in control event would be in the best interests of our Company and stockholders.

In 2010, the Personnel and Compensation Committee, with assistance from Exequity LLP, undertook a review of its change in control severance agreements and identified areas where Teledyne's agreements may have deviated from current best practices. In December 2010, the Committee authorized management to prepare a revised form of change in control severance agreement so that it conforms to prevailing best practices and asked each of our senior executives that have agreements already in place to voluntarily agree to amend and restate those agreements so that they contain these revised terms. Of the named executives, Robert Mehrabian, Aldo Pichelli, Sue Main and Rex D. Geveden each agreed to modify their original agreements and consequently entered into amended and restated agreements effective as of January 31, 2011. Mr. Ali is also subject to a change of control agreement based on Teledyne's revised form. For a description of the material terms of the change in control agreements, please see "Potential Payments Upon Termination or a Change in Control" "Change in Control Severance Agreements" on page 52 of this Proxy Statement.

As compared to the original agreements, the amended and restated change in control severance agreements:

Eliminate a "gross up" payment to hold the executive harmless against the impact, if any, of federal excise taxes imposed on executive as a result of "excess parachute" payments as defined in Section 280G of the Internal Revenue Code. Instead, the executive will receive the better of, on an after-tax basis, (a) the unreduced excess parachute payment with no tax gross up, or (b) a parachute payment reduced to a level below which an excise tax is imposed.

Change the "single trigger" vesting of stock options upon a change of control to a "double trigger".

Change the formula for calculating the amount of severance: instead of the severance payment being a multiple of base salary plus bonus, with bonus being the higher of target or the most recent bonus payout, the severance payment will be a multiple of base salary plus bonus, with bonus being the higher of target or the prior three year average bonus.

Reduce the amount of short year bonus: instead of a short year bonus being calculated at maximum (i.e., two times target), short year bonus will be calculated at target.

The amended and restated change in control severance agreements do not contain any new benefits for the executives.

On January 31, 2011, Teledyne also provided to executives (including Mr. Schnittjer) that did not agree to sign the amended and restated change in control agreement that it would not extend the term of their agreements, which action results in the termination of their existing change in control severance agreement three years from the date of such notice (January 31, 2014). Mr. Schnittjer has since retired from Teledyne.

The Personnel and Compensation Committee has reviewed the potential aggregate costs to a potential acquirer associated with the change in control severance agreements. The Committee considers it unlikely that the employment of all 17 applicable employees would be terminated following a change in control. The Committee did not adjust the compensation of the applicable employees as a result of the employees entering into or agreeing to modify these change of control severance agreements.

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Employment Agreements

Agreement with Dr. Mehrabian. In 1999, we entered into an employment agreement with Dr. Mehrabian, which agreement was amended and restated on April 25, 2001, to update Dr. Mehrabian's titles and the types and rates of compensation to which he was entitled, on January 24, 2006, primarily to assure compliance with Section 409A of the Internal Revenue Code, and on September 1, 2007, to reflect an increase in Dr. Mehrabian's base salary and, per Dr. Mehrabian's request, to reflect that his eligibility to receive country club and city club membership and related tax gross-ups was discontinued. The agreement was further amended and restated on January 22, 2009, principally to amend the termination and renewal provisions as described below. The employment agreement was initially entered into in order to memorialize compensation-related agreements made by Dr. Mehrabian and Allegheny Technologies Incorporated prior to our spin-off from that company. The amended and restated employment agreement provides that we shall employ Dr. Mehrabian as our Chairman, President and Chief Executive Officer. The agreement automatically renews for a successive one year unless either party gives the other written notice of its election not to renew at least 12 months before the expiration of the current term or any successive renewal terms. If notice is given, Dr. Mehrabian would then retire on December 31st of the year following the 12th month after receipt of the notice. Under the agreement, we will employ Dr. Mehrabian as the Chairman, President and Chief Executive Officer through at least December 31, 2014, because 12 months' notice of nonrenewal had not been given prior to the expiration of December 31, 2012.

Under the current agreement, Dr. Mehrabian has an annual base salary of \$910,000. The agreement provides that Dr. Mehrabian is entitled to participate in our annual incentive bonus plan and other executive compensation and benefit programs. The agreement provides Dr. Mehrabian with a supplemental non-qualified pension arrangement, which we will pay to Dr. Mehrabian starting six months following his retirement for a period of ten years. Effective July 31, 2007, the number of years of credited service under this supplemental pension equalization plan reached the maximum number of ten years; as a result, no additional years of service will be credited under this plan.

Agreement with Mr. Ali. In connection with our agreement to purchase DALSA Corporation in December 2010, DALSA entered into an executive employment agreement with Wajid Ali, who at the time was the Chief Financial Officer of DALSA. In November 2012, Mr. Ali was promoted to Vice President and Controller of Teledyne. Under the Executive Employment Agreement dated December 22, 2010, in the event Mr. Ali is terminated for reasons other than just cause or death or disability, or in the event Mr. Ali terminates his employment for good reason, he is entitled to a lump sum payment equal to between one and two times (based on how long he has worked at Teledyne or DALSA) his annual base salary, a lump sum amount equal to between one and two times (based on how long he has worked at Teledyne or DALSA) the average annual AIP payment received by Mr. Ali in each of the last three fiscal years, continuation of health benefits, and a pro-rated AIP payment based on the average annual AIP payment received by Mr. Ali in each of the last three fiscal years. (In the event of a termination of Mr. Ali in a change of control in which he receives benefits under the Change of Control Severance Agreement, he will not receive duplicative benefits under his executive employment agreement.)

DALSA also agreed to pay Mr. Ali the following amounts pursuant to DALSA's Change of Control Policy: (i) \$316,329 effective on the closing date of the acquisition, February 11, 2011, (ii) \$157,160 effective on the first anniversary of the closing date, and (iii) \$157,160 effective on the second anniversary of the closing date. Upon his promotion, the last payment under this change of control policy, which was originally scheduled to be paid on February 11, 2013, was accelerated and paid in November 2012.

Mr. Ali also is a party to an agreement pursuant to which he agrees not to compete with DALSA and Teledyne or solicit employees and customers during the 18 months following the termination of his employment (for any reason).

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Perquisites and Other Benefits

All of our named executives receive car allowances and/or leased vehicles. We provide car allowances and leased vehicles in cases where the named executive typically travels for business and also for retention of senior executives. In 2007, at the request of our Chairman, President and Chief Executive Officer, we discontinued making club memberships available.

Mr. Geveden and Mr. Ali received payments to cover relocation expenses in 2012 in connection with their relocation to our headquarters in Thousand Oaks, California, from Huntsville Alabama, in the case of Mr. Geveden, and Waterloo, Ontario, in the case of Mr. Ali. The relocation amounts included one or more of the following, and are detailed in the footnotes to the All Other Compensation column of the Summary Compensation Table: one-time lump sum payments, advance payments to cover shipping and household move charges, home search and real estate commission fees, one month salary for miscellaneous expenditures in accordance with Teledyne's executive relocation policy and, in the case of Mr. Ali, immigration and tax advisory fees. Mr. Ali also received payments in 2012 in connection with the executive employment agreement described in the preceding section on Employment Agreements.

Deferred Compensation

Our named executives are eligible to participate in our executive deferred compensation plan. The deferred compensation plan is a voluntary, non-tax qualified, unfunded deferred compensation plan available to all members of management and certain other highly-compensated employees for the purpose of providing deferred compensation, and thus potential tax benefits, to these employees. The deferred compensation plan was initially established to provide benefits to our employees who participated in the Allegheny Technologies Incorporated executive deferred compensation plan prior to our spin-off. A description of the terms of the deferred compensation plan can be found under the heading Nonqualified Deferred Compensation beginning on page 48 of this Proxy Statement. In addition, the Nonqualified Deferred Compensation Table on page 48 of this Proxy Statement sets forth information about the account balances, contributions and withdrawals of each named executive that participates in the deferred compensation plan.

Pension Plans

Our pension plan was initially established at the time of our spin-off. Our domestic defined benefit pension plan covers substantially all U.S. employees hired before January 1, 2004. Effective January 1, 2004, in order to limit our future obligations under our pension plan, new employees do not participate in the pension plan. Of our named executives, Dr. Mehrabian, Mr. Schnittjer and Mr. Pichelli participate in our pension plan; Mr. Geveden, Ms. Main and Mr. Ali do not participate. The annual benefits payable under the pension plan to participating salaried employees retiring at or after age 65 is calculated under a formula which takes into account the participant's compensation and years of service. The Internal Revenue Code limits the amounts payable to participants under a qualified pension plan. We have also adopted a benefit restoration/pension equalization plan, which is designed to restore benefits that would be payable under the pension plan provisions but for the limits imposed by the Internal Revenue Code, to the levels calculated pursuant to the formulas contained in the pension plan provisions or for any monies deferred under our deferred compensation plan. In 2012, because of anticipated tax increases, Teledyne decided to tax in advance the benefit to named executives and other participants in the pension equalization plan and, in the case of Dr. Mehrabian, the supplemental pension plan. Consequently, Teledyne, through these plans, paid an early distribution from the plans to pay additional FICA taxes due in 2012. When these participants retire, the plan benefits will be reduced to take into account the value of the early distribution made to pay the FICA taxes of the named executives. The amounts received by the named executives that participate in the pension plans can be found in the Pension Benefits Table beginning on page 47 of this Proxy Statement.

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A description of the terms of our pension plan can be found under the heading **Pension Benefits** beginning on page 47 of this Proxy Statement. In addition, the Pension Benefits Table sets forth information about each named executive's years of credited service and the actuarial present value of each named executive's accumulated benefit under our pension plan.

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction for annual compensation paid to a chief executive officer and certain other highly compensated officers in excess of \$1 million unless the compensation qualifies as performance-based or is otherwise exempt under the law. Our stock incentive plans are intended to meet the deductibility requirements of the regulations promulgated under Section 162(m). However, the Committee may determine in any year that it would be in our best interest for awards to be paid under stock incentive plans, or for other compensation to be paid, that would not satisfy the requirements for deductibility under Section 162(m). In making such determination, the Committee would consider the net cost to us and our ability to effectively administer executive compensation in the long-term interests of shareholders.

Financial Restatements

Our Personnel and Compensation Committee will determine whether to seek recovery of incentive compensation in the event of a financial restatement or similar event based on the facts and circumstances surrounding a financial restatement or similar event, should one occur. Among the key factors that the Committee will consider is whether the executive officer engaged in fraud or willful misconduct that resulted in need for a restatement. Since the time of our spin-off, we have not had such a restatement of our financial statements. We do not have in place formal policies related to the clawback of incentive compensation in the event of financial restatements and similar events, but the Personnel and Compensation Committee has discussed adopting such a policy and intends to do so once the Securities and Exchange Commission adopts final rules implementing Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act related to the recovery of erroneously awarded compensation.

In addition, individual performance objectives for executive officers under our Annual Incentive Plan program include compliance with laws and Company policies and procedures. As a result, an executive's bonus may be adversely affected to the extent a financial restatement or similar event involved a violation of law or Company policy.

Policies Relating to the Timing and Pricing of Stock Option Awards and Stock Awards

Stock Options Stock options may be granted under our Amended and Restated 2008 Incentive Award Plan by the Personnel and Compensation Committee, which is the administrator of the plan. The Committee has delegated authority to our Chief Executive Officer to grant a specified number of options to employees under the Amended and Restated 2008 Incentive Award Plan. This authority is used to make grants to new hires, upon promotion of certain employees, to retain certain employees, and in connection with acquisitions. Of these shares, 46,000 remained available for grant by our Chief Executive Officer under this delegated authority as of February 15, 2013. Stock options may also be granted to non-employee directors pursuant to administrative rules under our Amended and Restated 2008 Incentive Award Plan. Our Nominating and Governance Committee administers these administrative rules related to non-employee director equity awards.

Since April 2012, stock options are granted to employees by the Personnel and Compensation Committee in April of each year at its regularly scheduled committee meeting prior to the Annual Meeting of Stockholders. We typically issue our press release containing financial results for the first quarter shortly following this meeting date. Grants by our Chief Executive Officer under his delegated authority may be made at any time, but primarily have been made to new hires (including new hires resulting from acquisitions) or following the successful completion of special projects. In 2012, 4,000 options were granted to employees by our Chief Executive Officer.

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under his delegated authority. Under administrative rules relating to non-employee director equity compensation under the Amended and Restated 2008 Incentive Award Plan, an annual grant of options to purchase 4,000 shares is made to each non-employee director after our annual meeting of stockholders. In addition, directors may elect to receive all or a part of their board and committee meeting fees and annual retainer fee in the form of stock options.

Pursuant to the terms of the Amended and Restated 2008 Incentive Award Plan, the exercise price for new stock option grants must equal the fair market value of our common stock, which for purposes of the Plan is defined as the closing sales price of a share of our common stock on the New York Stock Exchange on the date of grant. New grants made by our Personnel and Compensation Committee have exercise prices equal to the fair market value of our common stock on the date of the meeting at which the grant was approved by the Committee. Grants made by the Chief Executive Officer have exercise prices equal to the fair market value of our common stock on the date of grant. Stock options granted to non-employee directors as part of the annual grant have exercise prices equal to the fair market value of our common stock on the date of grant. For a non-employee director that elects to have all or a portion of his or her retainer or meeting fees paid in the form of stock options, the number of shares to be subject to the stock option is determined by dividing the applicable portion of the non-employee director's fees elected to be received as stock options by an amount equal to the fair market value of a share of common stock on the date of grant multiplied by 0.3333, and the exercise price for such non-employee director's stock options is equal to the fair market value of our common stock on the date of grant multiplied by 0.6666.

Stock Awards Performance-based restricted stock awards and the stock portion of PSP awards may be granted under our Amended and Restated 2008 Incentive Award Plan by the Personnel and Compensation Committee, which is the administrator of the Plan.

Performance-based restricted stock awards are generally granted each year by the Personnel and Compensation Committee at its regularly scheduled meeting in January. For 2012, the number of shares was determined by dividing an amount generally equal in value to 30% of a participating executive's base salary by the average of the high and low stock prices for 20 trading days preceding the date of grant.

Performance cycles under the PSP are generally established once every three years, at the Personnel and Compensation Committee's regularly scheduled meeting in January. Under the Amended and Restated 2008 Incentive Award Plan, the number of shares for the stock portion of the award is determined by dividing one half of the value of the award by an amount equal to the fair market value of a share of our common stock on the New York Stock Exchange on the date that the performance cycle is established by the Personnel and Compensation Committee.

For non-employee directors that elect to receive meeting fees or annual retainer fees in the form of a stock award the number of shares to be subject to the stock award is determined by dividing the applicable portion of the non-employee director's fees elected to be received as stock by an amount equal to the closing sales price of a share of our common stock on the New York Stock Exchange on the meeting date. For annual retainer fees, which are paid semi-annually, the grant date is the first business day of January and July.

Personnel and Compensation Committee Report

The following report of the Personnel and Compensation Committee is included in accordance with the rules and regulations of the Securities and Exchange Commission. It is not incorporated by reference into any of our registration statements under the Securities Act of 1933.

Table of Contents**Report of the Personnel and Compensation Committee**

We have reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on our review and discussion with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and in Teledyne Technologies Incorporated's Annual Report on Form 10-K for the year ended December 30, 2012.

Submitted by the Personnel and Compensation Committee of the Board of Directors:

Charles Crocker, Chair

Roxanne S. Austin

Ruth E. Bruch

Kenneth C. Dahlberg

Wesley W. von Schack

February 19, 2013

Compensation Committee Interlocks and Insider Participation

No member of the Personnel and Compensation Committee of our Board of Directors is an officer or employee of the Company. During 2012, no member of the Committee had a current or prior relationship and no officer who was a statutory insider had a relationship to any other company, in each case that must be described under the Securities and Exchange Commission rules relating to disclosure of executive compensation.

Summary Compensation Table

The following Summary Compensation Table sets forth information about the compensation earned by certain of our executive officers during the 2012, 2011 and 2010 fiscal years. It sets forth information about compensation paid to: (1) our Chief Executive Officer, (2) our current Chief Financial Officer, (3) Dale A. Schnittjer, our former Chief Financial Officer who retired from that position in November 2012, and (4) the three other most highly compensated executive officers who were required to file reports under Section 16 of the Securities Exchange Act of 1934 for fiscal 2012 (collectively, the named executives).

Name and Principal Position (a)	Year (b)	Salary (\$)(1) (c)	Bonus (\$)(2) (d)	Stock Awards (\$)(3) (e)	Option Awards (\$)(4) (f)	Non-Equity Incentive Plan Compensation (\$)(5) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(6) (h)	All Other Compensation (\$)(i)	Total (\$)(j)
Robert Mehrabian Chairman, President and Chief Executive Officer	2012	\$ 892,692		\$ 210,197	\$ 836,500	\$ 1,258,000	\$ 771,424	\$ 12,000(7)	\$ 3,980,813
	2011	\$ 870,231		\$ 212,850	\$ 658,350	\$ 2,480,000	\$ 728,920	\$ 12,100	\$ 4,962,451
	2010	\$ 847,808		\$ 188,180	\$ 575,400	\$ 1,765,100	\$ 573,938	\$ 12,000	\$ 3,962,426
(Principal Executive Officer)									
Susan L. Main(8) Senior Vice President and Chief Financial Officer (Principal Financial Officer)	2012	\$ 296,962		\$ 68,144	\$ 167,300	\$ 293,200		\$ 23,536(9)	\$ 849,142
Dale A. Schnittjer(10) (Former Principal Financial Officer)	2012	\$ 408,906		\$ 96,298	\$ 358,500	\$ 345,600	\$ 512,646	\$ 18,917(11)	\$ 1,740,867
	2011	\$ 398,790		\$ 97,548	\$ 282,150	\$ 717,717	\$ 373,547	\$ 18,326	\$ 1,888,078

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	2010	\$ 388,565	\$ 86,242	\$ 246,600	\$ 468,300	\$ 335,704	\$ 17,292	\$ 1,542,703
Aldo Pichelli	2012	\$ 404,859	\$ 93,992	\$ 358,500	\$ 276,800	\$ 751,888	\$ 20,559(12)	\$ 1,906,598
President and Chief	2011	\$ 388,813	\$ 95,018	\$ 282,150	\$ 659,877	\$ 467,199	\$ 15,940	\$ 1,908,997
	2010	\$ 378,489	\$ 83,991	\$ 197,280	\$ 354,300	\$ 462,315	\$ 9,788	\$ 1,486,163

Operating Officer,

Instrumentation and Aerospace

and Defense Electronics Segments

Rex D. Geveden	2012	\$ 370,310	\$ 85,701	\$ 286,800	\$ 365,100	\$ 229,569(13)	\$ 1,337,480
President, Engineered Systems	2011	\$ 325,978	\$ 80,577	\$ 225,720	\$ 424,016	\$ 20,860	\$ 1,077,151
	2010	\$ 320,782	\$ 71,226	\$ 131,520	\$ 283,100	\$ 21,305	\$ 827,933

Segment and Teledyne

Scientific & Imaging LLC

Wajid Ali(14)	2012	\$ 335,141	\$ 67,701	\$ 107,550	\$ 153,300	\$ 932,088(15)	\$ 1,595,780
Vice President and Controller							

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- (1) 2012 base salaries for the named executives, which took effect in September and November 2012, were as follows: Dr. Mehrabian, \$910,000; Ms. Main, \$360,000; Mr. Schnittjer, \$416,624; Mr. Pichelli, \$425,000; Mr. Geveden, \$400,005; and Mr. Ali, \$320,000.
- (2) The named executives were not entitled to receive any payments that would be characterized as Bonus payments for the 2012, 2011 and 2010 fiscal years. Amounts listed under the column Non-Equity Incentive Plan Compensation for 2012 include the AIP awards for 2012 performance. See footnote 5 for more information on these awards.
- (3) For 2012, represents the aggregate fair value on the date of grant of the named executive's 2012 restricted stock award, based on the probable outcome of the performance conditions of those awards on the date of grant, as calculated in accordance with FASB ASC Topic 718. For a discussion of the assumptions made in the valuation, please see Note 8 (Stockholders' Equity) to the financial statements in our Annual Report on Form 10-K under the heading Restricted Stock Award Program. The maximum value of these stock awards assuming the highest level of performance conditions is achieved, as calculated in accordance with FASB ASC Topic 718, is the same as the probable outcome on the date of grant.
- (4) Represents the aggregate fair value on the date of grant of the named executive's option grant in 2012, as calculated in accordance with FASB ASC Topic 718. For a discussion of the assumptions made in the valuation, please see Note 8 (Stockholders' Equity) to the financial statements in our Annual Report on Form 10-K under the heading Stock Incentive Plans.
- (5) For 2012, consists of the Annual Incentive Plan awards for 2012 performance, payment of which was approved by the Personnel and Compensation Committee on January 22, 2013, and paid on February 8, 2013. The amounts listed in this column do not include the following cash amounts paid in 2012, representing the first of three installment payments under the 2009-2011 Performance Share Plan: Dr. Mehrabian, \$530,308; Mr. Schnittjer, \$202,538; Ms. Main, \$114,725; Mr. Pichelli, \$197,290; Mr. Geveden, \$133,875; and Mr. Ali, \$26,226. Pursuant to the proxy disclosure rules of the Securities and Exchange Commission, cash awards under our PSP are deemed earned in the last year of the performance cycle, at the time when performance criteria are satisfied, even though they are paid to participants in three annual installments after the end of the performance cycle so long as the participants remain employed by Teledyne.
- (6) For 2012, represents the aggregate change in the actuarial present value of the named executive's accumulated benefit under the Teledyne Technologies Incorporated Pension Plan, the Teledyne Technologies Pension Equalization/Benefit Restoration Plan and, in the case of Dr. Mehrabian, the supplemental pension arrangement contained in his employment agreement, for 2012. In computing these amounts, we used the same assumptions as were used to compute the annual accruals for possible future payments under our pension plans for our 2012 financial statements.
- (7) Represents car allowances.
- (8) Ms. Main was promoted to Senior Vice President and Chief Financial Officer in November 2012. Previously she held the position of Vice President and Controller.
- (9) Represents car allowances, Company contributions pursuant to the Teledyne Technologies Incorporated 401(k) Plan, death benefit under the Teledyne Technologies Incorporated Executive Deferred Compensation Plan and employer matching contributions under the Employee Stock Purchase Plan.

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- (10) Mr. Schnittjer retired from the position of Senior Vice President and Chief Financial Officer in November 2012.
- (11) Represents car allowances, death benefit under the Teledyne Technologies Incorporated Executive Deferred Compensation Plan and employer matching contribution under the Employee Stock Purchase Plan.
- (12) Represents car allowances, Company contributions pursuant to the Teledyne Technologies Incorporated 401(k) Plan, death benefit under the Teledyne Technologies Incorporated Executive Deferred Compensation Plan and employer matching contributions under the Employee Stock Purchase Plan.
- (13) Represents car allowances, Company contributions pursuant to the Teledyne Technologies Incorporated 401(k) Plan, employer matching contributions under the Employee Stock Purchase Plan, and an aggregate of \$205,025 in relocation-related payments (including \$91,400 for loss on the sale of a home, \$35,000 in real estate broker's commissions and \$73,225 in tax gross-ups on certain relocation-related payments).
- (14) Mr. Ali became Vice President and Controller in November 2012. Previously, he was Chief Financial Officer of Teledyne DALSA, Inc., a subsidiary of Teledyne based in Ontario, Canada. All amounts paid in Canadian dollars have been converted into U.S. dollars based on the average monthly conversion rate for 2012.
- (15) Represents car allowances, Company contributions pursuant to the Teledyne DALSA, Inc. Registered Retirement Savings Plan (RRSP), Company contributions to long-term life and disability plans, an aggregate of \$314,319 in change of control payments payable pursuant to an executive employment agreement with Mr. Ali entered into at the time Teledyne agreed to acquire DALSA Corporation, and an aggregate of \$591,635 in relocation-related payments (including \$175,000 in housing assistance, \$90,000 in moving assistance, \$26,667 for miscellaneous expenses, \$54,916 for real estate broker's commissions, and \$244,322 in tax gross-ups on certain relocation-related payments).

Table of Contents**Grants of Plan-Based Awards**

The table below sets forth information on grants of plan-based awards to the named executives in fiscal year 2012.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards (\$/Sh)	Closing Price on Grant Date	Grant Date Fair Value of Stock and Option Awards(1)
		Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)				
Robert Mehrabian	4/25/12							35,000	\$ 64.73	\$ 64.73	\$ 836,500
	1/24/12(2)				1,659	4,741	4,741				\$ 210,197
	1/24/12(3)		\$ 990,100	\$ 1,980,200							
	1/24/12(4)	\$ 132,750	\$ 1,327,500	\$ 2,655,000							
Susan L. Main	4/25/12							7,000	\$ 64.73	\$ 64.73	\$ 167,300
	1/24/12(2)				538	1,537	1,537				\$ 68,144
	1/24/12(3)		\$ 216,000	\$ 432,000							
	1/24/12(4)	\$ 39,567	\$ 395,666	\$ 791,322							
Dale A. Schnittjer	4/25/12							15,000	\$ 64.73	\$ 64.73	\$ 358,500
	1/24/12(2)				760	2,172	2,172				\$ 96,298
	1/24/12(3)		\$ 249,975	\$ 499,950							
	1/24/12(5)	\$ 18,194	\$ 181,957	\$ 363,914							
Aldo Pichelli	4/25/12							15,000	\$ 64.73	\$ 64.73	\$ 358,500
	1/24/12(2)				742	2,120	2,120				\$ 93,992
	1/24/12(3)		\$ 255,000	\$ 510,000							
	1/24/12(4)	\$ 49,488	\$ 494,884	\$ 989,768							
Rex D. Geveden	4/25/12							12,000	\$ 64.73	\$ 64.73	\$ 286,800
	1/24/12(2)				677	1,933	1,933				\$ 85,701
	1/24/12(3)		\$ 240,000	\$ 480,000							
	1/24/12(4)	\$ 45,125	\$ 451,250	\$ 902,500							
Wajid Ali	4/25/12							4,500	\$ 64.73	\$ 64.73	\$ 107,550
	1/24/12(2)				534	1,527	1,527				\$ 67,701
	1/24/12(3)		\$ 160,000	\$ 320,000							
	1/24/12(4)	\$ 28,584	\$ 285,839	\$ 571,678							

(1) Calculated in accordance with FASB ASC Topic 718 (formerly FAS 123(R)). For a discussion of the assumptions made in the valuation, please see Note 8 (Stockholders' Equity) to the financial statements in our Annual Report on Form 10-K.

(2) Represents the estimated future payouts under the performance-based restricted stock award granted on January 24, 2012.

(3) Represents target and maximum amounts under the Annual Incentive Plan Awards for 2012. For the actual amounts paid under the 2012 Annual Incentive Plan (which were paid in February 2013), see the amounts listed under the column titled "Non-Equity Incentive Plan Award Compensation" and the related footnote in the Summary Compensation Table beginning on page 42.

- (4) Represents the estimated future payouts under the performance share program for the 2012-2014 performance cycle, which performance cycle began on January 1, 2012. The amount of the award is based on the base salary at the beginning of the award period (which may be adjusted in the event of a promotion). The award is payable in cash. Each payment, if any, will be subject to payment of applicable taxes. Ms. Main's and Mr. Ali's award percentage was adjusted upward for the final two years of this cycle to reflect their promotions in November 2012.

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(5) Represents the estimated future payouts under the performance share program for the 2012-2014 performance cycle described in footnote 4, prorated for the period of time during which Mr. Schnittjer participated in the program.

The material terms of our Annual Incentive Plan, stock option awards, performance-based restricted stock award program and our employment agreement with Dr. Mehrabian are described in Compensation Discussion and Analysis.

Outstanding Equity Awards at Fiscal Year-End

The following table summarizes the outstanding equity awards held by the named executives as of December 30, 2012, the last day of our 2012 fiscal year.

Name	Option Awards					Stock Awards			
	Equity Incentive Plan					Equity Incentive Plan			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Awards: Number of Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Robert Mehrabian	35,000			\$ 26.99	1/25/15	11,526(3)	\$ 733,860	6,354(4)	\$ 404,559
	35,000			\$ 32.35	1/24/16			5,719(5)	\$ 364,129
	35,000			\$ 39.47	1/23/17			4,741(6)	\$ 301,859
	23,300			\$ 50.79	1/22/18				
	23,334	11,666		\$ 42.09	1/19/20				
	11,667	23,333		\$ 46.86	1/25/21				
		35,000		\$ 64.73	4/25/22				
Susan L. Main	10,000			\$ 39.47	1/23/17	2,494(3)	\$ 158,793	2,061(4)	\$ 131,224
	6,660			\$ 50.79	1/22/18			1,855(5)	\$ 118,108
	4,667	2,333		\$ 42.09	1/19/20			1,537(6)	\$ 97,861
	2,334	4,666		\$ 46.86	1/25/21				
		7,000		\$ 64.73	4/25/22				
Dale A. Schnittjer	22,000			\$ 39.47	1/23/17	4,402(3)	\$ 280,275	2,912(4)	\$ 185,407
	14,650			\$ 50.79	1/22/18			2,621(5)	\$ 166,879
	10,000	5,000		\$ 42.09	1/19/20			2,172(6)	\$ 138,291
	5,000	5,000		\$ 46.86	1/25/21				
Aldo Pichelli	10,000			\$ 32.35	1/24/16	4,288(3)	\$ 273,017	2,836(4)	\$ 180,568
	10,000			\$ 39.47	1/23/17			2,553(5)	\$ 162,550
	6,660			\$ 50.79	1/22/18			2,120(6)	\$ 134,980
	8,000	4,000		\$ 42.09	1/19/20				
	5,000	10,000		\$ 46.86	1/25/21				
		15,000		\$ 64.73	4/25/22				
Rex D. Geveden	6,660			\$ 50.79	1/22/18	2,910(3)	\$ 185,280	2,405(4)	\$ 153,126
	5,334	2,666		\$ 42.09	1/19/20			2,165(5)	\$ 137,846
	4,000	8,000		\$ 46.86	1/25/21			1,933(6)	\$ 123,074
		12,000		\$ 64.73	4/25/22				
Wajid Ali	1,500	3,000		\$ 51.31	2/22/21	570(3)	\$ 36,292	1,804(7)	\$ 114,861
		4,500		\$ 64.73	4/25/22			1,527(6)	\$ 97,224

(1) Stock options within each annual grant vest incrementally at a rate of one-third per year, with full vesting at the end of three years.

- (2) Based on a closing share price of \$63.67 on December 28, 2012.
- (3) Represents the remaining stock awards under the Performance Share Program for the 2009-2011 performance cycle that will be paid in two equal installments in 2013 and 2014 to executives who at the time of the payout are employed by us or who have retired. The 2013 payment was determined on January 28, 2013.

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- (4) Represents the maximum number of shares that the named executive could retain under the restricted stock award granted on January 19, 2010, if our three-year aggregate return to stockholders (as measured by its stock price) equals 100% or more of the Russell 2000 Index for the three-year performance period. 100% of this award fully vested on January 19, 2013, and the Personnel and Compensation Committee confirmed release of all restrictions on January 22, 2013.
- (5) Represents the maximum number of shares that the named executive could retain under the restricted stock award granted on January 25, 2011, if our three-year aggregate return to stockholders (as measured by its stock price) equals 100% or more of the Russell 2000 Index for the three-year performance period.
- (6) Represents the maximum number of shares that the named executive could retain under the restricted stock award (or restricted stock unit award in the case of Mr. Ali) granted on January 24, 2012, if our three-year aggregate return to stockholders (as measured by its stock price) equals 100% or more of the Russell 2000 Index for the three-year performance period.
- (7) Represents the maximum number of shares issuable to the named executive under the restricted stock unit award granted on April 26, 2011, if our three-year aggregate return to stockholders (as measured by its stock price) equals 100% or more of the Russell 2000 Index for the three-year performance period.

Option Exercises and Stock Vested

The following table sets forth information about stock options exercised by the named executives in fiscal year 2012 and stock awards that vested or were paid in fiscal year 2012 to the named executives.

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise(1)	Number of Shares Acquired on Vesting	Value Realized on Vesting
	(#) (b)	(\$) (c)	(#)(2) (d)	\$(3) (e)
Robert Mehrabian			5,106	\$ 289,306
Susan L. Main	10,000	\$ 321,500	1,656	\$ 93,829
Dale A. Schnittjer	51,300	\$ 1,920,658	2,340	\$ 132,584
Aldo Pichelli	25,375	\$ 1,045,592	2,280	\$ 129,185
Rex D. Geveden			1,933	\$ 109,524
Wajid Ali				

- (1) The value realized upon exercise of options reflects the price at which shares acquired upon exercise of the options were sold or valued for income tax purposes, net of the exercise price for acquiring the shares.
- (2) Represents restricted stock granted on January 20, 2009 that vested on January 20, 2012, with restrictions on 84.1% of the original award lapsing.
- (3) Based on a closing share price of \$56.66 on January 20, 2012.

Table of Contents**Pension Benefits**

The following table describes pension benefits provided to the named executives as of the end of our 2012 fiscal year. Since Mr. Geveden, Ms. Main and Mr. Ali were hired after January 1, 2004, they do not participate in any defined benefit pension plan sponsored by us and are not included as named executives for purposes of this Pension Benefits discussion.

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefit (\$) (d)	Payments During Last Fiscal Year \$(1) (e)
Robert Mehrabian	Teledyne Pension Plan	13.17	\$ 463,399	
	Pension Equalization/ Benefit Restoration Plan	13.17	\$ 4,097,439	\$ 76,454
	Supplemental Pension (Employment Agreement)	10	\$ 3,621,096	\$ 68,534
Dale A. Schnittjer	Teledyne Pension Plan	42.00	\$ 1,569,014	
	Benefit Restoration/ Pension Equalization Plan	42.00	\$ 3,966,074	\$ 71,226
Aldo Pichelli	Teledyne Pension Plan	30.00	\$ 1,096,208	
	Benefit Restoration/ Pension Equalization Plan	30.00	\$ 2,186,198	\$ 39,783

- (1) Amounts listed in this column reflect early distributions made for the purpose of making FICA tax payments in 2012 based on the value of the applicable pension benefit on February 29, 2012. Upon retirement, the benefits under the applicable pension plan will be reduced to take into account the value of this early distribution. The amounts set forth in this column are not included as compensation in the Summary Compensation Table.

Teledyne Technologies Incorporated Pension Plan

In connection with the spin-off of Teledyne, we adopted the Teledyne Technologies Incorporated Pension Plan which covers substantially all U.S. employees hired prior to January 1, 2004. Effective January 1, 2004, new employee hires do not participate in the Pension Plan. The annual benefits payable under these parts of the pension plan to participating salaried employees retiring at or after age 65 is calculated under a formula which takes into account the participant's compensation and years of service. The Internal Revenue Code limits the amounts payable to participants under a qualified pension plan.

The normal retirement age under the qualified Pension Plan is generally age 65. Participants that have satisfied the Pension Plan's eligibility requirements and terminate employment on or after their normal retirement date will be eligible to receive a lifetime monthly income following termination of employment. Generally, the basic retirement benefit is equal to one percent of a participant's average monthly compensation up to monthly Social Security covered compensation, plus 1.65% of average monthly salary in excess of monthly Social Security covered compensation. This amount is then multiplied by the years of credited service completed by the participant, up to 30 years, but with some grandfathered exceptions, such as in the case of Mr. Schnittjer. In general, a participant that has achieved the age of 55 and has completed five years of service or has a vested accrued benefit is eligible for early retirement benefits under the Pension Plan. Early retirement benefits are reduced by an amount equal to 3 percent for each year that a participant's early retirement date precedes his or her normal retirement date. Participants in the Pension Plan have the choice of different annuity types. Participants are prohibited from changing the annuity type elected once monthly benefit payments begin. In 2011, we approved a plan amendment to change the rate at which pension benefits will accrue on after March 1, 2012, in order to reduce our pension benefit obligations. The pension benefit formula was changed from a final average pay calculation to a career average pay approach.

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All of the named executives who participate in our pension plans are currently eligible for either normal retirement or early retirement. For named executives, a year of credited service is any year in which the named executive has performed 1,000 or more service hours. None of the named executives have been granted extra years of credited service and it is our policy not to grant participants, including named executives, with extra years of credited service.

Pension Equalization/Benefit Restoration Plan

We have also adopted a Pension Equalization/Benefit Restoration Plan, which is designed to restore benefits which would be payable under the pension plan provisions but for the limits imposed by the Internal Revenue Code, to the levels calculated pursuant to the formulas contained in the pension plan provisions or for any monies deferred under the Teledyne Technologies Incorporated Executive Deferred Compensation Plan. The Pension Equalization/Benefit Restoration Plan provides that Teledyne will pay to the participant, without requirement for participant contribution upon his retirement, a retirement benefit equal to the difference between the maximum life annuity to which the participant would be entitled under the qualified Pension Plan upon his or her retirement and the life annuity which is actually paid to the participant under the qualified Pension Plan after giving effect to the limitations imposed by the Internal Revenue Code.

Employment Agreement with Dr. Mehrabian

The agreement with Dr. Mehrabian provides him with a non-qualified supplemental pension arrangement under which we will pay monthly to Dr. Mehrabian starting six months following his retirement and for a period of ten years, as payments supplemental to any accrued pension under our qualified pension plan, an amount equal to 50 percent of his base compensation as in effect at retirement. Effective July 31, 2007, the number of years of credited service under this supplemental pension equalization plan reached the maximum number of ten years; as a result, no additional years of service will be credited under this plan.

Nonqualified Deferred Compensation

The following table sets forth information about the participation of named executives in the Executive Deferred Compensation Plan in 2012.

Name	Executive Contributions in 2012 (\$) (a) (b)	Registrant Contributions in 2012 (\$) (c)	Aggregate Earnings (Losses) in 2012 (\$) (d)	Aggregate Withdrawals/ Distributions (\$) (e)	Aggregate Balance at 12/31/12 (\$) (f)
Robert Mehrabian					
Dale A. Schnittjer			\$ 216,716		\$ 1,700,492
Susan L. Main	\$ 8,155(1)		\$ 46,098		\$ 491,310
Aldo Pichelli			\$ 126,127		\$ 1,142,288
Rex D. Geveden			\$ 2,898		\$ 18,872
Wajid Ali					

(1) The entire amount of this contribution is reported as compensation in the Summary Compensation Table above.

The Teledyne Executive Deferred Compensation plan is a voluntary, non-tax qualified, unfunded deferred compensation plan available to all employees earning \$100,000 or more per year for the purpose of providing deferred compensation, and thus potential tax benefits, to these employees.

A participant in the Deferred Compensation Plan may elect to defer up to 100% of his or her salary and up to 100% of his or her bonus for a calendar year. As participants defer funds into the Deferred Compensation Plan, premiums in the amount of the deferrals are deposited in life insurance contracts. Participants make deemed investment choices in funds underlying life insurance contracts. Upon retirement or termination, a participant

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receives his or her account balance. A participant can also receive his or her benefits prior to retirement or termination by pre-selecting a distribution date that is no less than three calendar years after the end of the year for which the election is made. A participant may elect to receive an amount equal to 90% of his or her account balance prior to his or her payment eligibility date. A participant may change daily his or her investment designations. Deferral elections with respect to annual salaries are irrevocable, except that a participant may elect to increase, decrease or terminate his or her salary deferral earned during a calendar year by filing a new election on or before December 1 of the preceding calendar year. Deferral elections with respect to bonuses are irrevocable and must be made each calendar year.

Director Compensation

Directors who are our employees do not receive any compensation for their services on our Board or its committees. Directors who are not our employees were paid an annual retainer fee of \$80,000 in 2012. Directors are also paid \$1,500 for each Board meeting, Audit Committee meeting, Personnel and Compensation Committee meeting and Nominating and Governance Committee meeting attended. The chair of the Audit Committee is paid an annual fee (beginning in 2013) of \$15,000 (in 2012 this amount was \$12,000) and each chair of the Personnel and Compensation Committee and Nominating and Governance Committee is paid an annual fee of \$7,500.

The non-employee directors also are eligible to receive equity compensation pursuant to administrative rules adopted under the Amended and Restated 2008 Incentive Award Plan. In lieu of cash annual retainer fees, cash Committee chair fees and cash meeting fees, this plan permits non-employee directors to elect to receive shares of our common stock and/or stock options or to defer compensation under the Teledyne Technologies Incorporated Executive Deferred Compensation Plan (including a phantom share fund); provided, however, that at least 25% of the annual retainer fee must be paid in the form of our common stock and/or options to acquire our common stock. It also provides for certain automatic stock option grants for 4,000 shares of our common stock at the end of each Annual Meeting of Stockholders. If a non-employee director is first elected other than at an annual meeting, such non-employee director would receive an automatic option grant for 2,000 shares of our common stock.

The following table sets forth a summary of the compensation we paid to our non-employee directors in 2012.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
(a)	(\$)(1) (b)	(\$)(1) (c)	(\$)(2) (d)	(\$) (e)		(\$) (f)	(\$) (g)	(\$) (h)
Roxanne S. Austin	\$ 107,052		\$ 95,600					\$ 202,652
Ruth E. Bruch	\$ 40,795		\$ 47,800					\$ 88,595
Frank V. Cahouet	\$ 97,500		\$ 146,874					\$ 244,374
Charles Crocker	\$ 114,548		\$ 95,600					\$ 210,148
Kenneth C. Dahlberg	\$ 80,079		\$ 157,512					\$ 237,591
Simon M. Lorne			\$ 335,120					\$ 335,120
Paul D. Miller	\$ 88,579		\$ 140,002					\$ 228,581
Michael T. Smith	\$ 116,063		\$ 95,600					\$ 211,663
Wesley W. von Schack	\$ 107,052		\$ 95,600					\$ 202,652

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- (1) The amounts under the column headed "Fees Earned or Paid in Cash" include the cash value of meeting and/or retainer fees that the following directors elected to receive in the form of fully vested stock awards, as detailed below:

Name	Grant Date	Stock Award (#)	Fees Paid in Stock (\$)
Roxanne S. Austin	1/3/12	358	\$ 20,000
	7/1/12	322	\$ 20,000
Ruth E. Bruch	8/1/12	134	\$ 8,315
Charles Crocker	1/3/12	638	\$ 35,625
	7/1/12	322	\$ 20,000
Kenneth C. Dahlberg	1/3/12	537	\$ 30,000
	7/1/12	483	\$ 30,000
Paul D. Miller	1/3/12	537	\$ 30,000
	7/1/12	483	\$ 30,000
Michael T. Smith	1/3/12	425	\$ 23,750
	7/1/12	322	\$ 20,000
Wesley W. von Schack	1/3/12	358	\$ 20,000
	7/1/12	322	\$ 20,000

The amounts under the column headed "Fees Earned or Paid in Cash" include the cash value of meeting and/or retainer fees that the following director elected to receive in the form of fully vested phantom stock awards, as detailed below:

Name	Grant Date	Phantom Stock Award (#)	Fees Paid in Phantom Stock (\$)
Frank V. Cahouet	1/3/12	699	\$ 39,000
	1/24/12	80	\$ 4,500
	2/28/12	50	\$ 3,000
	4/24/12	73	\$ 4,500
	4/25/12	23	\$ 1,500
	5/11/12	25	\$ 1,500
	7/1/12	484	\$ 30,000
	7/24/12	73	\$ 4,500
	10/23/12	72	\$ 4,500
	12/18/12	70	\$ 4,500

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- (2) Represents the fair value of the directors' stock option grants in fiscal year 2012, as calculated in accordance with FASB ASC Topic 718. For a discussion of the assumptions made in the valuation, please see Note 8 (Stockholders' Equity) to the financial statements in our Annual Report on Form 10-K under the heading "Stock Incentive Plans". The following table sets forth the grant date fair value as calculated in accordance with FASB ASC Topic 718 of each option grant made to a director in fiscal year 2012:

Name	Grant Date	Option Award (#)	Grant Date Fair Value (\$)
Roxanne S. Austin	4/25/12	4,000*	\$ 95,600
Ruth E. Bruch	8/1/12	2,000*	\$ 47,800
Frank V. Cahouet	1/3/12	699	\$ 29,706
	4/25/12	4,000*	\$ 95,600
	7/1/12	484	\$ 21,568
Charles Crocker	4/25/12	4,000*	\$ 95,600
Kenneth C. Dahlberg	1/24/12	239	\$ 10,212
	2/28/12	224	\$ 9,854
	4/24/12	218	\$ 9,710
	4/25/12	70	\$ 3,173
	4/25/12	4,000*	\$ 95,600
	5/11/12	74	\$ 3,269
	7/24/12	219	\$ 9,734
	10/23/12	144	\$ 6,442
	12/18/12	210	\$ 9,519
Simon M. Lorne	1/3/12	2,150	\$ 91,385
	1/24/12	239	\$ 10,212
	2/28/12	149	\$ 6,561
	4/24/12	218	\$ 9,710
	4/25/12	70	\$ 3,173
	4/25/12	4,000*	\$ 95,600
	5/11/12	74	\$ 3,269
	7/1/12	1,936	\$ 86,270
	7/24/12	219	\$ 9,734
	10/23/12	217	\$ 9,686
	12/18/12	210	\$ 9,519
Paul D. Miller	1/3/12	537	\$ 22,834
	4/25/12	4,000*	\$ 95,600
	7/1/12	484	\$ 21,568
Michael T. Smith	4/25/12	4,000*	\$ 95,600
Wesley W. von Schack	4/25/12	4,000*	\$ 95,600

* Represents annual option grant. All others represent stock options received in lieu of cash meeting fees or retainer fees, as elected by the director.

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The following table sets forth the aggregate number of option awards (vested and unvested) and aggregate number of phantom stock awards held by our directors as of December 30, 2012.

Name	Option Awards	Phantom Stock Awards
Roxanne S. Austin	16,000	
Ruth E. Bruch	2,134	
Frank V. Cahouet	5,183	9,740
Charles Crocker	40,518	451
Kenneth C. Dahlberg	42,206	
Simon M. Lorne	74,330	1,049
Paul D. Miller	46,695	3,606
Michael T. Smith	53,842	781
Wesley W. von Schack	24,000	

Potential Payments Upon Termination or a Change in Control*Change in Control Severance Agreements*

Each of the currently employed named executives, as well as 17 other executives, is a party to a Change in Control Severance Agreement with the Company. The Agreements have a three-year, automatically renewing term. The executive is entitled to severance benefits if (1) there is a change in control of the Company and (2) within three months before or 24 months after the change in control, either we terminate the executive's employment for reasons other than cause or the executive terminates the employment for good reason. Severance benefits for the currently employed named executives currently consist of:

A cash payment equal to three times (in the case of Dr. Mehrabian) or two times (in the case of the other currently employed named executives) the sum of (i) the executive's highest annual base salary within the year preceding the change in control and (ii) the Annual Incentive Plan bonus target for the year in which the change in control occurs or the average actual bonus payout for the three years immediately preceding the change in control, whichever is higher.

A cash payment for the current Annual Incentive Plan bonus cycle based on the fraction of the year worked times the Annual Incentive Plan target objectives at 100% (with payment of the prior year bonus if not yet paid).

Payment in cash for unpaid PSP awards, assuming applicable goals are met at 120% of performance targets.

Continued equivalent health and welfare (e.g., medical, dental, vision, life insurance and disability) benefits at our expense for a period of up to 36 months (24 months in some agreements) after termination (with the executive bearing any portion of the cost the executive bore prior to the change in control); provided, however, such benefits would be discontinued to the extent the executive receives similar benefits from a subsequent employer.

Removal of restrictions on performance-based restricted stock issued under our restricted stock award programs.

Full vesting under the Company's pension plans (within legal parameters) such that the executive shall be entitled to receive the full accrued benefit under all such plans in effect as of the date of the change in control, without any actuarial reduction for early payment.

Up to \$25,000 (\$15,000 in some agreements) reimbursement for actual professional outplacement services.

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Immediate vesting of all stock options, with options being exercisable for the full remainder of the term.

In the event amounts under the agreements constitute an excess parachute payment as defined in Section 280G of the Internal Revenue Code, the executive will receive the better of, on an after-tax basis, (a) the unreduced excess parachute payment with no tax gross up payment, or (b) an parachute payment reduced to a level below which an excise tax is imposed.

For the purposes of the Change in Control Severance Agreement, a change in control will generally be deemed to occur if (1) the Company acquires actual knowledge that any person or group of persons acting together has acquired the beneficial ownership of securities of the Company entitling such person to 20% or more of the voting power of the Company, (2) a tender offer to acquire 20% or more of the voting power of the Company is completed, (3) a successful third party proxy solicitation is made relating to the election or removal of 50% or more of the members of the Board or any class of the Board, or (4) a merger, consolidation, share exchange, division or sale or other disposition of assets of the Company occurs as a result of which the stockholders of the Company immediately prior to such transaction do not hold, immediately following such transaction, a majority of the voting power of the surviving, acquiring or resulting corporation.

The paragraphs below explain the impact on our executive compensation programs for named executives of various change in control and termination scenarios other than a termination that would trigger the benefits under the Change in Control Severance Agreements.

Annual Incentive Plan

The following is a summary of the terms of awards under our Annual Incentive Plan related to the treatment of awards upon termination of employment:

If a participant's employment is terminated before the end of a plan year for reason of death, disability, or normal or early retirement, the award will be calculated at the end of the plan year, based on their actual salary earned during the plan year, provided they were with the Company for at least six months during the plan year.

If a participant's employment is terminated during the plan year for any other reason, no award will be paid for the plan year.

Stock Options

The following table summarizes the terms of awards under our incentive plans related to the treatment of stock options upon termination of employment or upon a change in control:

	Treatment of	Time to Exercise
Change in Control or Termination Event	Unvested Awards	Vested Awards
Change in Control	Awards Fully Vest*	Remainder of Term
Death	Awards Fully Vest	12 Months
Disability	Continued Vesting	Remainder of Term
Retirement (options granted prior to 2006)	Continued Vesting	Remainder of Term
Retirement (options granted after January 1, 2006)	Forfeiture	Remainder of Term
Other	Forfeiture	30 Days

* Unless options are assumed or replaced by the successor company.
Performance Share Program

In the event of a change in control not followed by termination, or a participant terminates employment because of retirement, his or her performance share plan participation will be pro-rated based on the number of

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full months of employment during the cycle, divided by 36. Awards for retired participants are paid at the same time as awards are paid to active participants. On a change in control not followed by termination, awards are paid thirty days following the change in control event. If a participant terminates employment for any other reason, the current cycle's incentive and any prior cycle's incentive will be forfeited unless deemed otherwise by the Personnel and Compensation Committee.

Restricted Stock Award Program

During the restricted period, performance-based restricted stock will be forfeited upon a participant's termination of employment. However, if the participant dies, becomes disabled or retires prior to the expiration of the applicable performance cycle, the amount of the participant's restricted stock that is not subject to forfeiture at the end of the performance cycle will be pro-rated for the portion of the performance cycle completed by the participant prior to his death, disability or retirement and that amount will become vested at the end of the performance cycle. In the event of a change in control, all restrictions applicable to the restricted stock award will terminate fully.

Potential Termination Payments

The following table sets forth the potential payments upon a change in control and termination following a change of control, retirement, resignation or termination of the named executives as of December 28, 2012, the last business day of our 2012 fiscal year, assuming the change in control or termination event had taken place on December 28, 2012 (amounts for Mr. Schnittjer are excluded as he was no longer an executive officer on that date). The amounts shown include amounts earned through December 28, 2012, other than pension benefits, and are estimates of the amounts which would be paid out to the executives upon their termination following a termination event. The actual amounts to be paid out can only be determined at the time of such executive's separation from the Company, and such amounts may be subject to re-negotiation at the time of actual termination. Estimated monthly pension benefits for named executives upon retirement or termination following a change in control are described at the end of this section. Any amounts paid following termination or a change in control may be delayed for up to six months to comply with provisions of Section 409A of the Internal Revenue Code.

Robert Mehrabian

Type of Benefit	Change in Control (followed by termination)	Change in Control (no termination)	Retirement or Voluntary Termination(1)
Cash Severance	\$ 6,746,100		
Prorata Bonus Payment	\$ 910,000		\$ 1,258,000
Value of Unvested Stock Options	\$ 643,302(2)		
Value of Unvested Restricted Stock	\$ 1,070,547(3)	\$ 1,070,547(3)	\$ 343,299(4)
Value of Unpaid Performance Share Program Amounts	\$ 3,808,860(5)	\$ 1,596,356(6)	\$ 1,575,361(7)
Welfare Benefit Values	\$ 33,397		
Outplacement	\$ 25,000		
Reduction to Avoid Excise Tax			
Payments Net of Pension Benefit	\$ 13,237,206	\$ 2,666,903	\$ 3,176,659

Table of Contents**Susan L. Main**

Type of Benefit	Change in Control (followed by termination)	Change in Control (no termination)	Retirement or Voluntary Termination(1)
Cash Severance	\$ 1,197,200		
Prorata Bonus Payment	\$ 216,000		
Value of Unvested Stock Options	\$ 128,660(2)		
Value of Unvested Restricted Stock	\$ 347,193(3)	\$ 347,193(3)	
Value of Unpaid Performance Share Program Amounts	\$ 1,040,959(5)	\$ 381,514(6)	
Welfare Benefit Values	\$ 22,546		
Outplacement	\$ 15,000		
Excise Tax and Gross-Up Reimbursement Payments	\$ 2,967,558	\$ 728,707	

Aldo Pichelli

Type of Benefit	Change in Control (followed by termination)	Change in Control (no termination)	Retirement or Voluntary Termination(1)
Cash Severance	\$ 1,426,400		
Prorata Bonus Payment	\$ 255,000		\$ 276,800
Value of Unvested Stock Options	\$ 254,120(2)		
Value of Unvested Restricted Stock	\$ 478,098(3)	\$ 478,098(3)	\$ 153,326(4)
Value of Unpaid Performance Share Program Amounts	\$ 1,419,034(5)	\$ 594,228(6)	\$ 586,405(7)
Welfare Benefit Values	\$ 23,243		
Outplacement	\$ 15,000		
Reduction to Avoid Excise Tax			
Payments Net of Pension Benefit	\$ 3,870,895	\$ 1,072,326	\$ 1,016,531

Rex D. Geveden

Type of Benefit	Change in Control (followed by termination)	Change in Control (no termination)	Retirement or Voluntary Termination(1)
Cash Severance	\$ 1,369,800		
Prorata Bonus Payment	\$ 240,000		
Value of Unvested Stock Options	\$ 191,772(2)		
Value of Unvested Restricted Stock	\$ 414,046(3)	\$ 414,046(3)	
Value of Unpaid Performance Share Program Amounts	\$ 1,193,790(5)	\$ 441,706(6)	
Welfare Benefit Values	\$ 21,276		

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Outplacement	\$	15,000	
Reduction to Avoid Excise Tax	\$	(328,708)	
Payments	\$	3,116,977	\$ 855,752

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Table of Contents**Wajid Ali**

Type of Benefit	Change in Control (followed by termination)	Change in Control (no termination)	Retirement or Voluntary Termination(1)
Cash Severance	\$ 1,023,868		
Prorata Bonus Payment	\$ 160,000		
Value of Unvested Stock Options	\$ 50,340(2)		
Value of Unvested Restricted Stock	\$ 212,085(3)	\$ 212,085(3)	
Value of Unpaid Performance Share Program Amounts	\$ 628,741(5)	\$ 152,343(6)	
Welfare Benefit Values	\$ 13,255		
Outplacement	\$ 15,000		
Reduction to Avoid Excise Tax	\$ (33,111)		
Payments	\$ 2,070,178	\$ 364,427	

- (1) The payouts under retirement and voluntary termination scenarios are the same for Dr. Mehrabian and Mr. Pichelli because both are retirement eligible on December 30, 2012. Ms. Main, Mr. Geveden and Mr. Ali are not eligible for early retirement until they turn 55.
- (2) Represents the number of all unvested stock options as of December 30, 2012, multiplied by \$63.67, the closing price of our common stock on December 28, 2012, less the aggregate exercise price of the unvested stock options.
- (3) Represents the number of shares of restricted stock granted in 2010, 2011 and 2012 multiplied by \$63.67, the closing price of our common stock on December 28, 2012.
- (4) Represents the present value of unvested restricted stock granted in 2011 and 2012 (based on the closing price of our common stock on December 28, 2012) pro-rated for the portion of the performance period completed by the named executive prior to retirement or termination. Assumes goals are met at 100% of performance targets. Actual payment of the stock award is not made until after the completion of the performance period. Shares are valued at \$63.67, the closing price of our common stock on December 28, 2012.
- (5) Represents (a) the cash and shares payable under final two installments under the 2009-2011 PSP award, payable in 2013 and 2014, and (b) the cash payable under the 2012-2014 PSP award, assuming goals are met at maximum performance. Shares are valued at \$63.67, the closing price of our common stock on December 28, 2012.
- (6) Represents (a) the cash and shares payable under final two installments under the 2009-2011 PSP award, payable in 2013 and 2014, and (b) the cash payable under the 2012-2014 PSP award, pro-rated for the portion of the performance cycle completed prior to the change in control event (assuming goals are met at 100% of performance targets). Shares are valued at \$63.67, the closing price of our common stock on December 28, 2012.