

TELEDYNE TECHNOLOGIES INC  
Form 11-K  
June 29, 2001

1

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 11-K

ANNUAL REPORT  
PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934 [NO FEE REQUIRED, EFFECTIVE OCTOBER 7, 1996]  
For the years ended December 31, 2000 and December 31, 1999

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934 [NO FEE REQUIRED]  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number \_\_\_\_\_

A. Full title of the plan and the address of the plan, if different from  
that of the issuer named below: TELEDYNE 401(K) PLAN (NOW KNOWN AS THE 401(K)  
PLAN)

B. Name of issuer of the securities held pursuant to the plan and the  
address of its  
principal executive office: TELEDYNE TECHNOLOGIES INCORPORATED

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2049 Century Park East, Suite 1500

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Los Angeles, California 90067-3101  
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2

Explanatory Note:

Effective November 29, 1999, Teledyne Technologies Incorporated was spun-off  
from Allegheny Teledyne Incorporated (now known as Allegheny Technologies  
Incorporated) into a free-standing public company. In connection with the  
spin-off, the Teledyne 401(k) Plan was amended, effective November 29, 1999, to  
operate as a "Multiple Employer Plan," comprised of the Allegheny Technologies  
Incorporated Plan, the Teledyne Technologies Incorporated Plan and the Water Pik  
Technologies, Inc. Plan. Effective April 1, 2000, Teledyne Technologies and  
Water Pik Technologies each established its own 401(k) plan, and the Teledyne  
401(k) Plan was amended on that date to operate as a "Single Employer Plan".  
Approximately, \$126 million in assets attributable to the employees of Teledyne

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Technologies were transferred to the Teledyne Technologies Incorporated 401(k) Plan, for which a separate Form 11-K is being filed by Teledyne Technologies to cover the period from April 1, 2000 (inception date) to December 31, 2000.

3

THE 401(K) PLAN  
(formerly the Teledyne 401(k) Plan)

Audited Financial Statements

Years ended December 31, 2000 and 1999 with Report of Independent Auditors

4

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Audited Financial Statements

Years ended December 31, 2000 and 1999

CONTENTS

Report of Independent Auditors .....1

Audited Financial Statements

Statements of Net Assets Available for Benefits .....2

Statements of Changes in Net Assets Available for Benefits.....3

Notes to Financial Statements .....4

Supplemental Schedule

Schedule H, Line 4(i)--Schedule of Assets (Held at End of Year).....13

5

Report of Independent Auditors

Teledyne Technologies Incorporated

We have audited the accompanying statements of net assets available for benefits of The 401(k) Plan (formerly the Teledyne 401(k) Plan) as of December 31, 2000 and 1999, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2000 and 1999, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets held at end of year as of December 31, 2000 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Ernst & Young LLP

June 1, 2001

1

6

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Statements of Net Assets Available for Benefits

(000s Omitted)

	DECEMBER 31	
	2000	1999
	-----	
Investments at fair value:		
Interest in Allegheny Ludlum Corporation Master Trusts	\$ 62,961	\$ --
Interest in common collective investment funds	31,017	23,023
Interest in registered investment companies	25,290	30,408
Corporate common stock	7,012	--
Participant notes receivable	4,437	7,794
Interest in common custom funds	--	221,532
	-----	
Total investments	130,717	282,757
Contributions receivable	--	1,215

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Cash overdraft	(33)	--
Other receivables	33	--
Other liabilities	(41)	(229)
	-----	-----
Net assets available for benefits	\$130,676	\$283,743
	=====	=====

See accompanying notes.

2

7

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Statements of Changes in Net Assets Available for Benefits

(000s Omitted)

	YEAR ENDED DE
	2000
	-----
Additions:	
Contributions:	
Employer	\$ 4,398
Employee	14,559
Interest and dividend income	1,291
Net (depreciation) appreciation in fair value of investments	(8,356)
	-----
Total additions	11,892
Deductions:	
Transfers out of (in to) Plan	138,785
Distributions to participants	26,120
Other, net	54
	-----
Total deductions	164,959
	-----
Net (deductions) additions	(153,067)
Net assets available for benefits at beginning of year	283,743
	-----
Net assets available for benefits at end of year	\$ 130,676
	=====

See accompanying notes.

3

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Notes to Financial Statements

December 31, 2000

1. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying financial statements of The 401(k) Plan ("the Plan") have been prepared on an accrual basis. Effective April 1, 2000, the Plan changed its name to The 401(k) Plan.

VALUATION OF INVESTMENTS

The common collective funds are stated at their unit values established for each fund at each valuation date, which fluctuate with the value of the assets in the fund. Effective October 1, 2000, units of the Allegheny Technologies Incorporated ("Allegheny Technologies"), Teledyne Technologies Incorporated ("Teledyne Technologies") and Water Pik Technologies, Inc. ("Water Pik Technologies") stock funds were deunitized, enabling the funds to hold actual common shares of the respective companies. All other funds of the Plan are stated at their net asset value, based on the quoted market prices of the securities held in such funds on applicable exchanges.

ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassifications

Certain financial information for the year ended December 31, 1999 has been reclassified to conform with the financial statement presentation for the year ended December 31, 2000. These reclassifications did not impact total net assets available for benefits.

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN

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The Plan is a defined contribution plan available to employees of eligible Allegheny Technologies subsidiaries and divisions ("companies"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974. Allegheny Ludlum Corporation is a wholly-owned subsidiary of Allegheny Technologies Incorporated.

Participants can defer between 1% and 15%, subject to Internal Revenue Code limitations, of their eligible wages and contribute them to the Plan. Qualifying employee contributions are partially matched by Allegheny Technologies up to a maximum of \$1,000 annually for each participant.

Separate accounts are maintained by the Plan Sponsor for each participating employee. Trustee fees and asset management fees charged for the administration of all funds are charged against net assets available for benefits of the respective fund. Certain other expenses of administering the Plan are paid by the Plan Sponsor.

Active employees can borrow up to 50% of their vested account balances. The loan amounts are further limited to a minimum of \$500 and a maximum of \$50,000, and an employee can have no more than three loans outstanding at any given time. Interest rates are determined based on commercially accepted criteria, and payment schedules vary based on the type of the loan and payment frequency to the employer. Loans may be prepaid in full or in part at any time. The participant may choose the loan repayment period which should not exceed five years, except primary residence loans, which can be repaid over periods up to 180 months. Payments are generally made by payroll deductions.

In the event that the Plan is partially or completely terminated, or the Plan Sponsor permanently discontinues making contributions, all amounts credited to the accounts of affected participants become fully vested and nonforfeitable.

5

10

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Notes to Financial Statements (continued)

### 2. DESCRIPTION OF THE PLAN (CONTINUED)

Effective November 29, 1999, Allegheny Teledyne Incorporated's name was changed to Allegheny Technologies Incorporated. Also, the Aerospace and Electronics and Consumer segments of Allegheny Teledyne were spun off into two new freestanding public companies--Teledyne Technologies Incorporated and Water Pik Technologies, Inc. As a result of this spin-off, changes were made to the Allegheny Teledyne Incorporated Stock Fund within The 401(k) Plan. The name of the stock fund was changed from the Allegheny Teledyne Incorporated Stock Fund to the Allegheny Technologies Incorporated Stock Fund. In addition, stockholders of the Allegheny Technologies Incorporated Stock Fund became stockholders of Teledyne Technologies and Water Pik Technologies. The Plan includes two new common stock funds--the Teledyne Technologies Incorporated Stock Fund and the Water Pik Technologies, Inc. Stock Fund. Participants in The 401(k) Plan may continue to hold interests in the Teledyne Technologies and Water Pik Technologies stock funds until December 31, 2002, at which time these two stock funds will be terminated and the assets transferred to one of the other plan investment options. Additionally, no new purchases of Teledyne Technologies and Water Pik

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Technologies are permitted as of April 1, 2001.

The Plan was amended effective November 29, 1999 to operate as a "Multiple Employer Plan," comprised of the Allegheny Technologies Incorporated Plan, the Teledyne Technologies Incorporated Plan and the Water Pik Technologies, Inc. Plan.

Effective April 1, 2000, Teledyne Technologies and Water Pik Technologies each established their own 401(k) plans. The Plan was amended on that date to operate as a "Single Employer Plan". Approximately \$138.8 million in assets attributable to the employees of Teledyne Technologies and Water Pik Technologies were transferred to each respective 401(k) plan.

The two new companies are responsible for their own recordkeeping and plan administration. Different investment opportunities for the three company stock funds are available to plan participants based upon which company employed the participant after the spin-off.

On January 1, 1999, the salaried employees of Oregon Metallurgical Corporation became eligible to participate in the Plan. As a result of the plan merger, during 1999, approximately \$6.3 million in net assets were transferred to the Plan.

Effective October 1, 2000, the Plan changed its trustee from Merrill Lynch Retirement Services to Dreyfus Retirement Services.

6

11

### The 401(k) Plan (formerly the Teledyne 401(k) Plan)

#### Notes to Financial Statements (continued)

#### 2. DESCRIPTION OF THE PLAN (CONTINUED)

Further information about the Plan, including eligibility, vesting, contributions, and withdrawals, is contained in the Summary Plan Description. Copies of this Summary Plan Description are available from the Allegheny Technologies Personnel and Compensation Committee.

#### 3. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets (000s omitted).

	DECEMBER 31	
	2000	1999
Dreyfus LifeStyle Growth & Income Fund	\$20,858	\$ --
Dreyfus LifeStyle Growth Fund	8,458	--
Allegheny Technologies Disciplined Stock Fund	51,301	--
Fixed Income Master Trust	11,498	--
Prudential Jennison Growth Fund, Class A shares	11,429	--
Income Accumulation Fund	--	23,023
Pioneer Growth Fund	--	30,408
S&P 500 Stock Fund	--	130,527
LifePath 2020 Fund	--	33,305

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

As of December 31, 2000, the Plan is a participant in the Fixed Income Master Trust, the Alliance Equity Master Trust and the Allegheny Technologies Disciplined Stock Fund Master Trust. The Plan's participating interests in these master trusts as of December 31, 2000 were as follows:

Allegheny Technologies Disciplined Stock Fund Master Trust	56.23%
Fixed Income Master Trust	7.96
Alliance Equity Master Trust	0.32

The composition of the net assets of the Fixed Income Master Trust at December 31, 2000 was as follows:

Registered investment companies:	
Merrill Lynch Income Accumulation Fund	\$ 6,258,870
	-----
	6,258,870
Guaranteed investment contracts:	
Business Mens Assurance Company of America	2,498,807
Canada Life	4,136,118
Combined Life Insurance Company	4,668,459
GE Life and Annuity	5,163,549
Hartford Life Insurance Company	5,641,680
John Hancock Life Insurance Company	11,001,797
Monumental Life Insurance Company	1,867,053
New York Life Insurance Company	3,136,760
Ohio National Life	4,576,017
Pacific Mutual Life Insurance Company	6,200,078
Peoples Security Life Insurance Company	6,096,623
Protective Life Insurance Company	2,012,650
Pruco Pace Credit Enhanced	7,691,842
Safeco Life Insurance	2,998,449
Security Life of Denver	5,131,606
Southland Life Insurance Company	-
Sun America, Inc.	2,998,064
Transamerica Occidental	-
United of Omaha	5,137,380
	-----
	80,956,932

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The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

Synthetic guaranteed investment contracts:	
Caisse des Depots et Consignations	8,950,177
Peoples Security Life Insurance Company	3,040,578
Transamerica Occidental	14,066,106
Union Bank of Switzerland	5,967,640
Westdeutsche Landesbank Girozentrale	15,715,408
	-----
	47,739,909
Temporary short-term investments	8,087,097
Receivables	1,191,139
Other	231,457
	-----
Total net assets	\$144,465,404
	=====

The composition of net assets of the Alliance Equity Master Trust at December 31, 2000 was as follows:

Investment in registered investment companies:	
Alliance Equity Fund S.A. #4 (6,616.411 shares)	\$51,215,520
Cash overdraft	(19,387)
Operating payables	(31,413)
	-----
Total net assets	\$51,164,720
	=====

The composition of net assets of the Allegheny Technologies Disciplined Stock Fund Master Trust at December 31, 2000 was as follows:

Corporate common stock	\$89,911,418
Short-Term Investment Fund	1,415,662
Receivables	62,651
Operating payables	(147,875)
	-----
Total net assets	\$91,241,856
	=====

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Notes to Financial Statements (continued)

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3. INVESTMENTS (CONTINUED)

The composition of the changes in net assets of the various master trusts was as follows:

	FIXED INCOME MASTER TRUST	ALLIANCE EQUITY MASTER TRUST
	YEAR ENDED DECEMBER	
Investment income (loss):		
Interest income	\$ 7,954,724	\$ -
Realized (loss) on sale of investments	--	--
Unrealized depreciation in fair value of investments	--	--
Dividends	--	--
Net gain (loss), registered investment companies	108,612	(9,783,260)
Net gain, common collective trusts	404,170	--
Other income	468	--
Administrative expenses	(185,368)	(218,830)
Transfers	1,647,278	2,172,570
Net increase (decrease)	9,929,884	(7,829,510)
Total net assets at beginning of year	134,535,520	58,994,230
Total net assets at end of year	\$144,465,404	\$51,164,720

10

15

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

	ALLEGHENY TECHNOLOGIES DISCIPLINED STOCK FUND MASTER TRUST	TELEDYNE TECHNOLOGIES INCORPORATED COMMON STOCK MASTER TRUST
	YEAR ENDED DECEMBER 31, 2000	
Investment income (loss):		

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Realized (loss) gain on sale of investments	\$ (3,170,594)	\$ 3,932,735
Unrealized depreciation in fair value of investments	(5,302,024)	(2,024)
Dividends	525,391	--
Net gain, common collective trusts	138,084	2,171
Other loss	--	(1,379)
Administrative expenses	(414,238)	133
Transfers	54,049,508	(6,320,601)
Net increase (decrease)	45,826,127	(2,388,965)
Total net assets at beginning of year	45,415,729	2,388,965
Total net assets at end of year	\$ 91,241,856	\$ --

The investment contracts underlying the Fixed Income Master Trust have fully benefit-responsive features. The average yield for 2000 for the Fixed Income Master Trust was 6.56%. Credited interest rates on the contracts ranged from 5.13% to 8.05% for 2000, and are determined at contract inception.

Interest, realized and unrealized gains and losses, and management fees from the master trusts are included in the net gain (loss) from interest in Allegheny Ludlum Corporation Master Trusts on the statements of changes in net assets available for benefits.

11

16

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

Notes to Financial Statements (continued)

4. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated December 2, 1997, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan was amended subsequent to the IRS determination letter. The plan administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

5. PARTIES-IN-INTEREST

Certain plan investments are shares of mutual funds managed by Dreyfus Retirement Services. Dreyfus Retirement Services is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Trustee and investment fees paid during 2000 were based upon customary and reasonable rates for such services. Trustee and investment fees paid during 1999 to Merrill Lynch were also based upon customary and reasonable rates for such services.

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In conjunction with the spin-offs of the Aerospace and Electronics and Consumer segments of Allegheny Teledyne into two new freestanding companies on November 29, 1999 (see Note 2), the Plan as a holder of shares of common stock prior to the spin-off received shares of the two new freestanding companies. Additionally, a reverse stock split occurred on the spin-off date (see Note 2).

12

17

The 401(k) Plan  
(formerly the Teledyne 401(k) Plan)

EIN 95-2282626 Plan 098

Schedule H, Line 4(i)--Schedule of Assets (Held at End of Year)

December 31, 2000

(000s Omitted)

Except for unit/share information

INVESTMENT DESCRIPTION	UNITS/SHARES
-----	
Interest in common collective investment funds:	
Dreyfus LifeStyle Growth & Income Fund*	1,213,691.465
Dreyfus LifeStyle Growth Fund*	429,296.653
Dreyfus LifeStyle Income Fund*	113,691.730
Short-term investment*	43,750.350
Interest in registered investment companies:	
Dreyfus Bond Market Index Fund*	480,539.130
Dreyfus Emerging Leaders Fund*	10,434.120
Dreyfus Growth & Value International Fund*	229,411.310
MAS Mid Cap Growth Fund, Institutional Shares	201,214.967
Dreyfus 100% U.S. Treasury Money Market Fund	14,025.480
Prudential Jennison Growth Fund, Class A Shares	636,342.285
Interest in Allegheny Ludlum Corporation Master Trusts:	
Allegheny Technologies Disciplined Stock Fund	1,204,835.268
Alliance Capital Growth Stock Fund	10,971.730
Allegheny Ludlum Corporation GIC master trust	862,918.877
Interest in corporate common stocks:	
Allegheny Technologies Incorporated common stock*	334,360.000

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Teledyne Technologies Incorporated common stock \*  
Water Pik Technologies, Inc. common stock\*

65,198.000  
23,339.000

Participant loans\*

\* Party-in-interest

13

18

The 401(k) Plan  
(Formerly Teledyne 401(k) Plan)

ITEM 4 Financial Statements and Exhibits

(a) Financial Statements

Financial statements and supplemental schedule prepared in accordance with the financial reporting requirements of ERISA filed hereunder are listed on page 3 hereof in the Contents, in lieu of the requirements of Items 1 to 3 above.

(b) Exhibits:

23 Consent of Independent Auditors

19

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrative Committee that administers the Plan has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 29, 2001

TELEDYNE 401(K) PLAN

By: /s/ ROBYN E. CHOI

-----  
Robyn E. Choi, Vice President  
Administration, for and on  
behalf of Teledyne Technologies  
Incorporated, an employer under  
the Plan from November 29, 1999

