

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 7, 2008

ESCO TECHNOLOGIES INC.
(Exact Name of Registrant as Specified in Charter)

Missouri (State or Other Jurisdiction of Incorporation)	1-10596 (Commission File Number)	43-1554045 (I.R.S. Employer Identification No.)
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9900A Clayton Road, St. Louis, Missouri (Address of Principal Executive Offices)	63124-1186 (Zip Code)
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Registrant's telephone number, including area code: 314-213-7200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.113d-4 (c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Today, August 7, 2008, the Registrant is issuing a press release (furnished herewith as Exhibit 99.1 to this report) announcing its fiscal year 2008 third quarter financial and operating results. See Item 7.01, Regulation FD Disclosure below.

ITEM 7.01 REGULATION FD DISCLOSURE

Today, the Registrant is issuing a press release (Exhibit 99.1) announcing its fiscal year 2008 third quarter financial and operating results. The Registrant will conduct a related Webcast conference call today at 4:00 p.m. central time. This press release will be posted on the Registrant's website located at <http://www.escotechnologies.com>. It can be viewed through the "Investor Relations" page of the website under the tab "Press Releases," although the Registrant reserves the right to discontinue that availability at any time.

NON-GAAP FINANCIAL MEASURES

The press release furnished herewith as Exhibit 99.1 contains financial measures and financial terms not calculated in accordance with generally accepted accounting principles in the United States of America ("GAAP") in order to provide investors and management with an alternative method for assessing the Registrant's operating results in a manner that is focused on the performance of the Registrant's ongoing operations. The Registrant has provided definitions below for the non-GAAP financial measures utilized in the press release, together with an explanation of why management uses these measures, and why management believes that these non-GAAP financial measures are useful to investors. The press release uses the non-GAAP financial measures of "EBIT",

"EBIT margin" and expected 2008 "EPS-Adjusted Basis".

The Registrant defines "EBIT" as earnings before interest and taxes from continuing operations. The Registrant defines "EBIT margin" as EBIT as a percent of net sales. The Registrant's management evaluates the performance of its operating segments based on EBIT and EBIT margin, and believes that EBIT and EBIT margin are useful to investors to demonstrate the operational profitability of the Registrant's business segments by excluding interest and taxes, which are generally accounted for across the entire Registrant on a consolidated basis. EBIT is also one of the measures used by management in determining resource allocations within the Registrant and incentive compensation.

The press release refers to expected 2008 "EPS-Adjusted Basis" and EPS from continuing operations adjusted for "intangible asset amortization and inventory step-up" exclusive of pre-tax intangible asset amortization expense related to TWACS NG software, purchase accounting intangible assets related to the Registrant's acquisitions within the past three years and the expense related to the purchase accounting step-up of Doble Engineering Company inventory. The Registrant believes that the presentation of these operational measures provides important supplemental information to investors regarding financial and business trends relating to the Registrant's financial condition and results of operations. The Registrant's management believes that these measures provide an alternative method for assessing the Registrant's expected future performance that is useful because they facilitate comparisons with other companies in the Utility Solutions Group segment industry, many of which use similar non-GAAP financial measures to supplement their GAAP results. The Registrant provides this information to investors to enable them to perform additional analyses of present and future operating performance, compare the Registrant to other companies, and evaluate the Registrant's ongoing financial operations.

The presentation of the information described above is intended to supplement investors' understanding of the Registrant's operating performance. The Registrant's non-GAAP financial measures may not be comparable to other companies' non-GAAP financial performance measures. Furthermore, these measures are not intended to replace net earnings (loss), cash flows, financial position, comprehensive income (loss), or any other measure as determined in accordance with GAAP.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release dated August 7, 2008

OTHER MATTERS

The information in this report furnished pursuant to Item 2.02 and Item 7.01, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 as amended ("Exchange Act") or otherwise subject to the liabilities of that section, unless the Registrant incorporates it by reference into a filing under the Securities Act of 1933 as amended or the Exchange Act.

SIGNATURE

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

ESCO TECHNOLOGIES INC.

Dated: August 7, 2008

By: /s/ G.E. Muenster
G.E. Muenster
Executive Vice President and
Chief Financial Officer

Exhibit No.

Description of Exhibit

99.1

Press Release dated August 7, 2008

NEWS FROM

ESCO TECHNOLOGIES

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ESCO ANNOUNCES THIRD QUARTER RESULTS

ST. LOUIS, August 7, 2008 - ESCO Technologies Inc. (NYSE: ESE) today announced its results for the third quarter ended June 30, 2008.

Within this release, references to "quarters" and "year-to-date" relate to the fiscal quarters and nine-month periods ended June 30 for the respective fiscal years noted.

Net earnings and EPS are presented from "Continuing Operations" and "Discontinued Operations." Continuing Operations represent the results of the ongoing businesses of the Company, including the results of Doble for the seven-month period subsequent to its November 30, 2007 acquisition. Discontinued Operations represent the results of the filtration portion of Filtertek which was sold on November 25, 2007.

Third Quarter 2008 vs. 2007 Highlights - Continuing Operations

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- o Net sales increased \$42.3 million, or 36.7 percent, to \$157.7 million.
- o EBIT dollars increased \$8.5 million, or 72.8 percent, to \$20.2 million.
- o Total depreciation and amortization expense was \$7.2 million compared to \$4.3 million.
- o Pretax earnings include \$4.2 million (\$0.10 per share, after tax) of amortization expense related to TWACS NG software and purchase accounting related assets in the 2008 third quarter compared to \$2.3 million (\$0.05 per share, after tax) in 2007's third quarter.
- o Pretax earnings were impacted by \$2.6 million of interest expense in 2008 compared to \$0.1 million of interest income in 2007.
- o The effective tax rate was 24.4 percent in the 2008 third quarter compared to 33.3 percent in the third quarter of 2007 as explained in the "Effective Tax Rate" section below.
- o EPS from Continuing Operations increased 66.7 percent to \$0.50 per share (or \$0.60 per share adjusted for the \$0.10 per share of software and purchase accounting amortization noted above), compared to \$0.30 per share in 2007.
- o Net debt outstanding was \$207.7 million at June 30, 2008.
- o Entered orders were \$159.1 million with a book-to-bill ratio of 101 percent.

Year-to-Date 2008 vs. 2007 Highlights - Continuing Operations

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- o Net sales increased \$123.0 million, or 40.3 percent, to \$427.8 million.
- o EBIT dollars increased \$28.2 million, or 148.4 percent, to \$47.1 million.
- o Total depreciation and amortization expense was \$19.9 million compared to \$12.1 million.
- o Pretax earnings include \$12.5 million (\$0.30 per share, after tax) of amortization expense related to TWACS NG software and purchase accounting related assets in 2008 compared to \$6.1 million (\$0.14 per share, after tax) in 2007.
- o Pretax earnings were impacted by \$7.1 million of interest expense in 2008 compared to \$0.6 million of interest income in 2007.
- o The effective tax rate was 31.8 percent in 2008 compared to 21.0 percent in 2007 as explained in the "Effective Tax Rate" section below.

- o EPS from Continuing Operations was \$1.04 per share (or \$1.34 per share as adjusted for the \$0.30 per share of software and purchase accounting amortization noted above), compared to \$0.58 per share in 2007.
- o Net cash generated by operating activities - continuing operations was \$51.2 million.
- o Entered orders were \$453.5 million with a book-to-bill ratio of 106 percent.

Diluted EPS Summary	Third Quarter		Year-to-Date	
	2008	2007	2008	2007
Continuing Operations	\$ 0.50	0.30	1.04	0.58
Discontinued Operations	--	0.03	(0.19)	0.07
Net Earnings	\$ 0.50	0.33	0.85	0.65

Sales

Third quarter 2008 sales of \$157.7 million were 36.7 percent higher than third quarter 2007 sales of \$115.4 million, and year-to-date sales increased 40.3 percent to \$427.8 million compared to \$304.8 million in 2007.

Utility Solutions Group sales of \$93.7 million increased \$39.7 million, or 73.6 percent in the 2008 third quarter compared to the third quarter of 2007, primarily driven by \$20.9 million of sales from Doble in the 2008 third quarter. Fixed network RF AMI sales increased \$17.8 million, or 165 percent, primarily due to higher gas AMI deliveries at PG&E. Fixed network power-line system (PLS) AMI sales decreased \$5.0 million, or 12.7 percent, driven by lower sales to IOU customers (primarily in Texas), partially offset by a 3.0 percent increase in deliveries to COOP and public power (Municipal) customers which totaled \$30.5 million during the 2008 third quarter. Software sales and sales of digital video security products increased \$6.0 million in the third quarter of 2008. Year-to-date 2008 sales of \$247.5 million increased \$114.3 million, or 85.8 percent, driven by Doble's sales of \$52.0 million; an RF AMI sales increase of \$33.9 million, or 111.9 percent; PLS AMI sales increase of \$24.9 million, or 28.0 percent; and a \$3.5 million increase in sales of software and digital video security products.

Test segment sales of \$33.0 million in the 2008 third quarter decreased slightly from the \$34.6 million of sales recognized in the third quarter of 2007. This decrease is due to the timing of ongoing domestic chamber deliveries and slower than expected installations. Year-to-date, Test segment sales increased slightly over prior year.

Filtration segment sales of \$31.0 million increased \$4.1 million, or 15.4 percent in the third quarter of 2008, and year-to-date, Filtration sales increased \$6.7 million, or 9.0 percent. Sales increased across all product lines with particularly strong results recognized in the aerospace end-markets.

Earnings Before Interest and Taxes (EBIT)

On a segment basis, items that impacted EBIT dollars and EBIT as a percent of sales ("EBIT margin") during the third quarter of fiscal 2008 included the following:

In the Utility Solutions Group, EBIT for the 2008 third quarter was \$17.7 million (18.9 percent of sales), compared to \$8.6 million (15.9 percent of sales) in the 2007 third quarter. The \$9.1 million increase in EBIT dollars and as a percent of sales in the 2008 third quarter was the result of the significant sales increases across the segment as noted above. The 2008 third quarter also included higher TWACS NG software amortization compared to the 2007 third quarter (\$2.9 million compared to \$1.8 million). Year-to-date, 2008 EBIT was \$41.5 million (16.8 percent of sales) compared to \$11.9 million (8.9 percent of sales) with the significant increase in dollars and percentage being driven by the 86 percent increase in year-to-date sales within this segment.

In the Test segment, EBIT was \$2.8 million (8.5 percent of sales) and \$7.5 million (7.6 percent of sales) for the 2008 third quarter and nine months, respectively, compared to the 2007 third quarter and year-to-date EBIT of \$2.0 million (5.9 percent of sales) and \$8.2 million (8.5 percent of sales), respectively. The 2008 year-to-date EBIT included approximately \$0.9 million of non-recurring costs associated with the facility consolidation in Austin, Texas. Additionally, year-to-date EBIT margins were lower due in 2008 due to changes in sales mix involving additional large chambers and fewer high-margin components

sold versus 2007.

In the Filtration segment, 2008 third quarter EBIT was \$5.2 million (16.8 percent of sales) compared to \$5.5 million (20.5 percent of sales) in the prior year third quarter. The decrease in EBIT dollars and margin is due to sales mix changes at VACCO where fewer high margin defense spares were sold in the 2008 third quarter. Year-to-date, 2008 EBIT was \$13.8 million (16.9 percent of sales) compared to 2007 EBIT of \$12.7 million (16.9 percent of sales).

Corporate operating costs included in EBIT were \$5.5 million and \$15.7 million in the third quarter and nine months of 2008, respectively, compared to \$4.4 million and \$13.9 million in the 2007 third quarter and nine months, respectively. The 2008 increases are due to lower royalty income and higher amortization expenses related to purchase accounting identifiable intangible assets recorded at Corporate.

Effective Tax Rate

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The effective tax rate from Continuing Operations in the third quarter of 2008 was 24.4 percent compared to 33.3 percent in the third quarter of 2007, and 31.8 percent compared to 21.0 percent for the nine month periods of 2008 and 2007, respectively. The 2008 and 2007 tax rates were favorably benefited by various tax credits (i.e., export related benefits, research credits).

The tax benefit recognized in 2008 resulted from an analysis and amendment of Federal income tax returns for the fiscal years 2001 through 2006.

New Orders

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New orders received in 2008 were \$159.1 million for the third quarter, and \$453.5 million year-to-date resulting in a backlog at June 30, 2008 of \$283.3 million.

New orders received were \$96.4 million in the Utility Solutions Group, \$34.1 million in Test, and \$28.6 million in Filtration during the third quarter of 2008.

Orders from PG&E during the 2008 third quarter were \$31.0 million, including \$4.7 million related to the RF electric AMI order announced in May 2008. Subsequent to the third quarter end, the Company recorded an additional \$7.8 million of PG&E gas orders related to its AMI deployment, resulting in year-to-date PG&E orders of \$85.3 million. Total PG&E firm order quantities since inception are 2.2 million units (1.6 million gas and 0.6 million electric) and \$140.0 million.

While not included in the order amounts noted above, the Company previously announced that its AMI technology has been selected by Idaho Power (estimated at 500,000 power-line system electric units, \$25 million), New York City Water (estimated at 875,000 RF water units, \$68.3 million), and Baltimore Gas & Electric (selected for RF pilot for gas and electric trial).

Also subsequent to June 30, the Company announced that its Test segment was awarded one of the largest contracts in its history. ETS-Lindgren signed a \$16.7 million contract with the National Automotive Testing and R&D Infrastructure Project (NATRIP) in India to provide two automotive test chambers to support India's most significant automotive initiative undertaken to date.

Cash

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Net cash provided by operating activities from Continuing Operations was \$51.2 million for the nine months ended June 30, 2008. At June 30, 2008, the Company had \$22.8 million in cash and \$230.5 million of total debt outstanding for a net debt position of \$207.7 million.

Doble Purchase Accounting Items

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The annual pretax amortization charge related to Doble's identifiable intangible assets is expected to be approximately \$3.3 million for five years, decreasing to \$2.7 million for the remaining 15 years.

Regarding tangible assets, Doble's finished goods inventory was required to be "stepped up" under purchase accounting by \$1.7 million, which results in finished goods inventory being sold with no profit recognized. This results in positive cash flow, but "lost" profit of \$1.3 million in fiscal 2008 and \$0.4 million in fiscal 2009.

Chairman's Commentary

Vic Richey, Chairman and Chief Executive Officer, commented, "I am very pleased with our operating performance this year as our growth in sales, earnings and entered orders continues to demonstrate ESCO's significant resiliency against a challenging economic backdrop. We continue to operate at a level well above last year's sales, EBIT, EPS, cash flow, and entered orders. Our success in 2008 is evidenced by the double-digit growth percentages noted throughout our financials.

"Our Utility Solutions Group continues to exceed our original expectations established at the beginning of the year, and considering all of our recent order activity and our AMI selections at Idaho Power, New York City and others, I'm very enthused about the way that our future outlook is shaping up. This momentum leads me to believe that our Aclara brand is gaining widespread acceptance in the market.

"Drilling down further on the AMR / AMI front, I continue to be very excited about the increasing opportunities that we are addressing in the international marketplace. The amount of international piloting activity continues to expand both in numbers of utilities expressing interest in our AMI technology, and in new countries which have come forward with requests for information about Aclara's solution. I remain confident that some of these trials will ultimately lead to initial deployments over the next 12 months.

"Doble continues to perform at an exceptional level and we expect it to continue this pattern of growth and profitability well into the future. We continue our plan to further Doble's presence in the international market, and we have validated this strategy with our recent acquisition of LDIC announced this week."

Mr. Richey concluded, "I am more confident than ever that our strategy to drive organic growth across all operating segments through new product development and attention to costs, and supplemented by acquisition activity to allow us to further enhance our market presence, will continue to be a significant contributor to our stated goal of increasing long-term shareholder value."

Business Outlook

Statements contained in the preceding and following paragraphs are based on current expectations. Statements that are not strictly historical are considered forward-looking, and actual results may differ materially.

The Business Outlook described below excludes the Discontinued Operations of Filtertek and the impact of any future acquisitions or divestitures, and includes: the expected operating results of Doble for the 10 months of operations included in fiscal 2008 since the date of acquisition; the impact of the amortization of identifiable intangible purchase accounting assets related to Aclara Software, Aclara RF, and Doble; the impact of the Doble inventory step-up resulting in "lost" profit, and the amortization of the TWACS NG software.

PG&E Contract

PG&E's ongoing technology assessment activities may impact the timing and / or receipt of future orders from PG&E for its electric deployment, and until PG&E completes this evaluation and determines whether it will modify its AMI project plan, the Company cannot reasonably estimate the timing or total value of equipment orders that may be received.

The Company has been in ongoing negotiations with PG&E related to a further deployment of its Aclara RF electric AMI product.

Additionally, the Company is in negotiations with PG&E related to its existing power-line systems (PLS) contract to amend and redefine the remaining financial and performance obligations of both parties.

The gas portion of the PG&E contract is continuing to be deployed using Aclara RF's fixed network solution.

Revenue, EBIT Margins, and Earnings Per Share - 2008

Management continues to expect fiscal year 2008 revenues and EBIT margins to be consistent with the ranges described in detail in the Company's February 7, 2008 release, and as reiterated in the May 6, 2008 release. Management has narrowed the range of EPS expectations as noted below.

Fiscal 2008 EPS is expected to be within the following ranges:

EPS - GAAP Continuing Operations	\$ 1.80	to	1.85
Add: Intangible Asset Amortization and Inventory Step-Up	\$ 0.42		0.42
	-----		----
EPS - Adjusted Basis	\$ 2.22	to	2.27
	=====		=====

As explained in the February 7, 2008 release, the \$0.42 per share noted in the above reconciliation includes TWACS NG software amortization, purchase accounting intangible asset amortization related to the Company's recent acquisitions, and Doble's purchase accounting inventory step-up.

Additionally, interest expense for 2008, which is included in the GAAP EPS amounts noted above, is expected to be in the range of \$0.24 to \$0.26 per share, and stock option expense is expected to be in the range of \$0.08 to \$0.10 per share for the year. The effective annual tax rate for fiscal 2008 is expected to be approximately 33 to 35 percent.

Conference Call - - - - -

The Company will host a conference call today, August 7, at 4 p.m., Central Time, to discuss the Company's third quarter operating results. A live audio webcast will be available on the Company's web site at www.escotechnologies.com. Please access the web site at least 15 minutes prior to the call to register, download and install any necessary audio software. A replay of the conference call will be available for seven days on the Company's web site noted above or by phone (dial 1-888-203-1112 and enter the pass code 9697543).

Forward-Looking Statements - - - - -

Statements in this press release regarding the amounts and timing of fiscal 2008 future revenues, results, earnings, sales, EBIT, EPS, sales and EBIT margins, the success of product development and cost reduction efforts, estimated order quantities under newly-awarded AMI contracts, the amortization of Doble's intangible assets, future acquisitions, the fiscal 2008 effective annual tax rate, future revenues from Doble, the success of international AMR / AMI pilots and the likelihood of resulting international AMR / AMI deployments, the long-term success of the Company, and any other written or oral statements which are not strictly historical are "forward-looking" statements within the meaning of the safe harbor provisions of the federal securities laws. Investors are cautioned that such statements are only predictions and speak only as of the date of this release, and the Company undertakes no duty to update. The Company's actual results in the future may differ materially from those projected in the forward-looking statements due to risks and uncertainties that exist in the Company's operations and business environment including, but not limited to: the risk factors described in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2007, and in

Part II, Item 1A of the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2008; actions by the California Public Utility Commission; PG&E's Board of Directors or PG&E's Management impacting PG&E's AMI projects; the outcome of PG&E's evaluation of other technologies to meet their requirements for the electric portion of its service territory; the timing and terms of the PLS contract amendment; the success of the Company's competitors; changes in or the effect of the Federal Energy Bill; the timing and content of purchase order releases under the Company's AMI contracts; the Company's successful performance of its AMI contracts; site readiness issues with Test segment customers; weakening of economic conditions in served markets; changes in customer demands or customer insolvencies; competition; intellectual property rights; technical difficulties; unforeseen charges impacting corporate operating expenses; the performance of the Company's international operations; material changes in the costs of certain raw materials including steel and copper; delivery delays or defaults by customers; termination for convenience of customer contracts; timing and magnitude of future contract awards; containment of engineering and development costs; performance issues with key customers, suppliers and subcontractors; labor disputes; changes in laws and regulations including but not limited to changes in accounting standards and taxation requirements; costs relating to environmental matters; uncertainty of disputes in litigation or arbitration; the Company's successful execution of internal operating plans; and the integration of newly acquired businesses.

ESCO, headquartered in St. Louis, is a proven supplier of special purpose utility solutions for electric, gas and water utilities, including hardware and software to support advanced metering applications and fully automated intelligent instrumentation. In addition, the Company provides engineered

filtration products to the aviation, space and process markets worldwide and is the industry leader in RF shielding and EMC test products. Further information regarding ESCO and its subsidiaries is available on the Company's web site at www.escotechnologies.com.

- tables attached -

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations (Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended ----- June 30, 2008 -----	Three Months Ended ----- June 30, 2007 -----
Net Sales	\$ 157,669	115,365
Cost and Expenses:		
Cost of sales	93,563	70,603
SG&A	38,829	27,865
Amortization of intangible assets	4,575	2,739
Interest expense (income)	2,589	(131)
Other expenses, net	508	2,473
	-----	-----
Total costs and expenses	140,064	103,549
	-----	-----
Earnings before income taxes	17,605	11,816
Income taxes	4,297	3,937
	-----	-----
Net earnings from continuing operations	13,308	7,879
Earnings from discontinued operations, net of tax expense of \$475	-	975
	-----	-----
Net earnings	\$ 13,308	8,854
	=====	=====
Earnings per share:		
Basic		
Continuing operations	0.51	0.30
Discontinued operations	0.00	0.04
	----	----
Net earnings	\$ 0.51	0.34
	=====	=====
Diluted		
Continuing operations	0.50	0.30
Discontinued operations	0.00	0.03
	----	----
Net earnings	\$ 0.50	0.33
	=====	=====
Average common shares O/S:		
Basic	25,977	25,941
	=====	=====
Diluted	26,402	26,493
	=====	=====

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations (Unaudited)
(Dollars in thousands, except per share amounts)

	Nine Months Ended June 30, 2008	Nine Months Ended June 30, 2007
Net Sales	\$ 427,785	304,812
Cost and Expenses:		
Cost of sales	255,838	193,315
SG&A	111,885	83,056
Amortization of intangible assets	12,770	7,557
Interest expense (income)	7,135	(628)
Other expenses, net	157	1,909
	387,785	285,209
Earnings before income taxes	40,000	19,603
Income taxes	12,705	4,122
	27,295	15,481
Net earnings from continuing operations		
	27,295	15,481
(Loss) earnings from discontinued operations, net of tax expense of \$325 and \$868, respectively	(115)	1,610
Loss on sale of discontinued operations, net of tax of \$4,809	(4,974)	-
	(5,089)	1,610
Net (loss) earnings from discontinued operations		
	(5,089)	1,610
Net earnings	\$ 22,206	17,091
	22,206	17,091
Earnings per share:		
Basic		
Continuing operations	1.06	0.60
Discontinued operations	(0.20)	0.06
	0.86	0.66
Net earnings	\$ 0.86	0.66
	0.86	0.66
Diluted		
Continuing operations	1.04	0.58
Discontinued operations	(0.19)	0.07
	0.85	0.65
Net earnings	\$ 0.85	0.65
	0.85	0.65
Average common shares O/S:		
Basic	25,862	25,904
	25,862	25,904
Diluted	26,290	26,482
	26,290	26,482

- more -

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Business Segment Information
(Unaudited)
(Dollars in thousands)

	Three Months Ended June 30, -----		Nine Months Ended June 30, -----	
	2008 ----	2007 ----	2008 ----	2007 ----
Net Sales				

Utility Solutions Group	\$ 93,653	53,943	247,533	133,203
Test	33,039	34,583	98,599	96,678
Filtration	30,977	26,839	81,653	74,931
	-----	-----	-----	-----
Totals	\$157,669	115,365	427,785	304,812
	=====	=====	=====	=====
EBIT				

Utility Solutions Group	\$ 17,666	8,564	41,540	11,891
Test	2,794	2,042	7,526	8,246
Filtration	5,216	5,509	13,778	12,710
Corporate	(5,482) (1)	(4,430) (2)	(15,709) (3)	(13,872) (4)
	-----	-----	-----	-----
Consolidated EBIT	20,194	11,685	47,135	18,975
Interest (expense)/ income	(2,589)	131	(7,135)	628
	-----	---	-----	---
Earnings before income taxes	\$ 17,605	11,816	40,000	19,603
	=====	=====	=====	=====

Note: Depreciation and amortization expense was \$7.2 million and \$4.3 million for the quarters ended June 30, 2008 and 2007, respectively, and \$19.9 million and \$12.1 million for the nine-month periods ended June 30, 2008 and 2007, respectively.

(1) Includes \$1.2 million of amortization of acquired intangible assets.

(2) Includes \$0.5 million of amortization of acquired intangible assets.

(3) Includes \$3.0 million of amortization of acquired intangible assets.

(4) Includes \$1.7 million of amortization of acquired intangible assets.

- more -

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets (Unaudited)
(Dollars in thousands)

	June 30, 2008 ----	September 30, 2007 ----
Assets		

Cash and cash equivalents	\$ 22,817	18,638
Accounts receivable, net	113,904	85,319
Costs and estimated earnings on long-term contracts	8,676	11,520
Inventories	71,038	55,885
Current portion of deferred tax assets	13,407	25,264
Other current assets	15,770	28,054
Current assets from discontinued operations	-	35,670
	-----	-----
Total current assets	245,612	260,350
Property, plant and equipment, net	74,341	50,193
Goodwill	320,298	124,757
Intangible assets, net	237,173	74,624
Other assets	14,181	10,338
Other assets from discontinued operations	-	55,845
	-----	-----
	\$891,605	576,107
	=====	=====
 Liabilities and Shareholders' Equity		

Short-term borrowings and current portion of long-term debt	\$ 30,474	-
Accounts payable	41,647	45,726
Current portion of deferred revenue	18,980	24,621
Other current liabilities	44,011	31,859
Current liabilities from discontinued operations	-	16,994
	-----	-----
Total current liabilities	135,112	119,200
Long-term portion of deferred revenue	9,361	4,514
Deferred tax liabilities	81,245	18,522
Other liabilities	18,327	15,854
Long-term debt	200,000	-
Other liabilities from discontinued operations	-	2,534
Shareholders' equity	447,560	415,483
	-----	-----
	\$891,605	576,107
	=====	=====

- more -

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

Nine Months Ended
June 30, 2008

Cash flows from operating activities:	
Net earnings	\$ 22,206
Adjustments to reconcile net earnings to net cash provided by operating activities:	
Net loss from discontinued operations	5,089
Depreciation and amortization	19,898
Stock compensation expense	3,230
Changes in operating working capital	(9,457)
Effect of deferred taxes	9,166
Change in deferred revenues and costs, net	326
Other	693

Net cash provided by operating activities - continuing operations	51,151
Net loss from discontinued operations	(5,089)
Net cash provided by discontinued operations	1,412

Net cash used by operating activities - discontinued operations	(3,677)

Net cash provided by operating activities	47,474

Cash flows from investing activities:	
Acquisition of businesses, net of cash acquired	(330,796)
Proceeds from sale of marketable securities	4,966
Additions to capitalized software	(9,225)
Capital expenditures - continuing operations	(12,618)

Net cash used by investing activities - continuing operations	(347,673)
Capital expenditures - discontinued operations	(1,126)
Proceeds from divestiture of business, net - discontinued operations	74,370

Net cash provided by investing activities - discontinued operations	73,244

Net cash used by investing activities	(274,429)

Cash flows from financing activities:	
Proceeds from long-term debt	276,197
Principal payments on long-term debt	(45,723)
Debt issuance costs	(2,965)
Net decrease in short-term borrowings - discontinued operations	(2,844)
Excess tax benefit from stock options exercised	737
Other (including proceeds from exercise of stock options)	5,732

Net cash provided by financing activities	231,134

Net increase in cash and cash equivalents	4,179
Cash and cash equivalents, beginning of period	18,638

Cash and cash equivalents, end of period	\$ 22,817
	=====

- more -

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Other Selected Financial Data
(Unaudited)
(Dollars in thousands)

Backlog And Entered -----	Utility			
Orders-Q3 FY 2008 -----	Solutions	Test	Filtration	Total
-----	-----	----	-----	-----
Beginning Backlog - 3/31/08 continuing operations	\$ 136,180	60,299	85,388	281,867
Entered Orders	96,401	34,142	28,551	159,094
Sales	(93,653)	(33,039)	(30,977)	(157,669)
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Ending Backlog-6/30/08	\$ 138,928	61,402	82,962	283,292
	=====	=====	=====	=====

Backlog And Entered -----	Utility			
Orders-Q3 YTD 2008 -----	Solutions	Test	Filtration	Total
-----	-----	----	-----	-----
Beginning Backlog - 9/30/07 continuing operations	\$ 123,176	60,038	74,394	257,608
Entered Orders	263,285	99,963	90,221	453,469
Sales	(247,533)	(98,599)	(81,653)	(427,785)
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Ending Backlog-6/30/08	\$ 138,928	61,402	82,962	283,292
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