

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * <u>KRETSCHMER CHARLES J</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>ESCO TECHNOLOGIES INC [ESE]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & COO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2004</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| <u>ESCO TECHNOLOGIES</u> <u>8888 LADUE ROAD</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>ST. LOUIS MO 63124</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/12/2004 | | M | | 324 | A | \$11.625 | 78,227 | D | |
| Common Stock | 08/12/2004 | | M | | 6,000 | A | \$17.2188 | 84,227 | D | |
| Common Stock | 08/12/2004 | | M | | 5,421 | A | \$25.275 | 89,648 | D | |
| Common Stock | 08/12/2004 | | S | | 11,745 | D | \$57.4115 | 77,903 | D | |
| Common Stock | 08/13/2004 | | M | | 14,749 | A | \$29.035 | 92,652 | D | |
| Common Stock | 08/13/2004 | | S | | 14,749 | D | \$58.4604 | 77,903 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Option (right to buy) | \$11.625 | 08/12/2004 | | M | | | 324 | (1) | 11/11/2009 | Common Stock | 324 | \$0 ⁽²⁾ | 0 | D | |
| Employee Stock Option (right to buy) | \$17.2188 | 08/12/2004 | | M | | | 6,000 | (3) | 10/16/2010 | Common Stock | 6,000 | \$0 ⁽²⁾ | 0 | D | |
| Employee Stock Option (right to buy) | \$25.275 | 08/12/2004 | | M | | | 5,421 | (4) | 10/17/2011 | Common Stock | 5,421 | \$0 ⁽²⁾ | 0 | D | |
| Employee Stock Option (right to buy) | \$29.035 | 08/13/2004 | | M | | | 14,749 | (5) | 08/13/2004 | Common Stock | 14,749 | \$0 ⁽²⁾ | 4,056 | D | |

Explanation of Responses:

- 108 shares - 11-11-2000 108 shares - 11-11-2001 108 shares - 11-11-2002
- Not applicable
- 3,000 shares - 10-16-2001 3,000 shares - 10-16-2002
- 3,666 shares - 10-17-2002 1,755 shares - 10-17-2003
- 7,500 shares - 08-05-2003 7,249 shares - 08-05-2004

Charles J. Kretschmer

08/16/2004

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.