

ESTERLINE TECHNOLOGIES CORP
 Form 4
 June 12, 2017

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 First Pacific Advisors, LLC

2. Issuer Name and Ticker or Trading Symbol
 ESTERLINE TECHNOLOGIES CORP [ESL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11601 WILSHIRE BLVD., SUITE 1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/08/2017

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

LOS ANGELES, CA 90025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Expiration Date | 6. Date Exercisable and | 7. Title and Amount of Underlying Securities | 8. Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|---------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|---------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Se (In | | | | |
|--|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|-----------------|--|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Call Option (obligation to sell) | \$ 95 | 06/08/2017 | S | | | <u>34</u> (1) | 06/08/2017 | 08/18/2017 | Common Stock | 3,400 | \$ |
| Call Option (obligation to sell) | \$ 95 | 06/08/2017 | S | | | <u>21</u> (2) | 06/08/2017 | 08/18/2017 | Common Stock | 2,100 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| First Pacific Advisors, LLC 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | X | | |
| FPA Hawkeye-7 Fund 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | X | | |
| FPA HAWKEYE FUND 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | X | | |
| ATWOOD J RICHARD 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | X | | |
| ROMICK STEVEN T 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | X | | |
| Selmo Brian A. 11601 WILSHIRE BLVD. | | X | | |

SUITE 1200
LOS ANGELES, CA 90025

Landecker Mark
11601 WILSHIRE BLVD.
SUITE 1200
LOS ANGELES, CA 90025

X

Signatures

| | |
|--|------------|
| FIRST PACIFIC ADVISORS, LLC, Name: /s/ J. Richard Atwood, Title: Managing Partner | 06/12/2017 |
| __Signature of Reporting Person | Date |
| FPA HAWKEYE-7 FUND, a series of FPA HAWKEYE FUND, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner | 06/12/2017 |
| __Signature of Reporting Person | Date |
| FPA HAWKEYE FUND, a series of FPA HAWKEYE FUND, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner | 06/12/2017 |
| __Signature of Reporting Person | Date |
| J. RICHARD ATWOOD, Name: /s/ J. Richard Atwood | 06/12/2017 |
| __Signature of Reporting Person | Date |
| STEVEN T. ROMICK, Name: /s/ Steven T. Romick | 06/12/2017 |
| __Signature of Reporting Person | Date |
| BRIAN A. SELMO, Name: /s/ Brian A. Selmo | 06/12/2017 |
| __Signature of Reporting Person | Date |
| MARK LANDECKER, Name: /s/ Mark Landecker | 06/12/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
 - (1) On June 8, 2017, FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye-7") sold options to purchase an aggregate of 3,400 shares of common stock of Esterline Technologies Corporation (the "Issuer") with a strike price of \$95 per share. FPA Hawkeye-7 received a premium of \$8.00 for each option to purchase one share of common stock.
 - (2) On June 8, 2017, FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye", and together with FPA Hawkeye-7, the "Private Investment Funds") sold options to purchase an aggregate of 2,100 shares of common stock of the Issuer with a strike price of \$95 per share. FPA Hawkeye received a premium of \$8.00 for each option to purchase one share of common stock.
 - (3) First Pacific Advisors, LLC ("FPA") serves as manager of and investment adviser to the Private Investment Funds. FPA may be deemed to share voting and/or investment power over the securities of the Issuer held by each of the Private Investment Funds as the manager of and investment adviser to each of the Private Investment Funds. In addition, Mr. J. Richard Atwood may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds as a Managing Partner of FPA. Mr. Steven T. Romick may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds, as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a Managing Partner of FPA.

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- (Continued from footnote 3) Mr. Brian A. Selmo may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds as a Partner of FPA. Mr. Mark Landecker may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds as a Partner of FPA. FPA and Messrs. Atwood, Romick, Selmo and Landecker may be deemed to have a pecuniary interest in a portion of the securities held directly by the Private Investment Funds due to FPA's right to receive performance-based allocations. In addition, Messrs. Romick, Selmo and Landecker may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Hawkeye due to their respective ownership interests in such Private Investment Fund.
- (4)

- (Continued from footnote 4) Mr. Romick may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Hawkeye-7 due to his ownership interest in such Private Investment Fund. Each of FPA and Messrs. Atwood, Romick, Selmo and Landecker disclaims beneficial ownership of securities of the Issuer held directly by the Private Investment Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of FPA or Messrs. Atwood, Romick, Selmo or Landecker is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (5)

Remarks:

First Pacific Advisors, LLC ("FPA") may be deemed to exercise voting and/or investment power over securities of Esterline T

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

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