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ESCO TECHNOLOGIES INC
Form S-8 POS
September 22, 2005

As filed with the Securities and Exchange Commission on September 21, 2005
Registration Nos. 333-85268

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

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

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

Missouri
(State or Other Jurisdiction of Incorporation
or Organization)

43-1554045
(I.R.S. Employer)
Identification No.

9900A Clayton Road
St. Louis, MO 63124-1186
(Address of Principal Executive Offices, Including Zip Code)

ESCO TECHNOLOGIES INC. 2001 STOCK INCENTIVE PLAN
ESCO TECHNOLOGIES INC. 2004 INCENTIVE COMPENSATION PLAN
(Full title of the Plan)

Alyson S. Barclay, Esq.
Vice President, Secretary and General Counsel
ESCO Technologies Inc.

9900A Clayton Road
St. Louis, MO 63124-1186
(314) 213-7200

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

EXPLANATORY NOTE

This Post-Effective Amendment to the ESCO Technologies Inc. (the "Company") Registration Statements on Form S-8 (Nos. 333-117953 and 333-85268) (the "Registration Statements"), which relate to the Company's equity-based employee benefit plans, is filed by the Company pursuant to Rule 416(b) under the Securities Act of 1933, as amended (the "Securities Act"), to reflect a one hundred percent increase in the number of shares of common stock, \$0.01 par value, of the Company (the "Common Stock") covered by such Registration Statements as a result of the Company's two-for-one stock split effected in the form of a one hundred percent stock dividend payable September 23, 2005, to

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shareholders of record on September 9, 2005.

Pursuant to Rule 416(a) under the Securities Act, the Registration Statements are also amended to cover any additional shares of Common Stock which may be issued under the applicable equity-based compensation plans to prevent dilution resulting from any subsequent stock splits, stock dividends or similar transactions.

The contents of the Registration Statements are hereby incorporated by reference pursuant to General Instruction E on Form S-8.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

Item 4. Description of Securities.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

Item 5. Interests of Named Experts and Counsel.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

Item 6. Indemnification of Directors and Officers.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit No. | Description | Filed Herewith or Incorporated by Reference |
|-------------|--|---|
| 4.1 | Specimen Common Stock Certificate | Incorporated by reference to Form 10-Q for the fiscal quarter ended June 30, 2000, at Exhibit 4(a) |
| 4.2 | Specimen Rights Certificate | Incorporated by reference to Current Report on Form 8-K dated February 3, 2000, at Exhibit B to Exhibit 4.1 |
| 4.3 | Rights Agreement dated as of September 24, 1990 (as amended) | Incorporated by reference to Current Report on Form 8-K dated February 3, |

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and restated as of February 3, 2000, at Exhibit 4.1
2000) between the Registrant
and Registrar and Transfer
Company, as successor Rights Agent

4.4 Credit Agreement dated as of Incorporated by reference to Form 10-K
October 6, 2004, among the for the fiscal year ended September 30,
Registrant, Wells Fargo Bank, 2004, at Exhibit 4.4
N.A., as agent, and the
lenders listed therein

5 Opinion of Counsel

23.1 Consent of Counsel (included
in Exhibit 5)

23.2 Consent of KPMG LLP

24 Power of Attorney (included
on the Signatures pages
of the Registration Statements)

Item 9.Undertakings

Not required to be filed with this Registration Statement pursuant to
General Instruction E on Form S-8.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant
certifies that it has reasonable grounds to believe that it meets all of the
requirements for filing on Form S-8 and has duly caused this Registration
Statement to be signed on its behalf by the undersigned, thereunto duly
authorized, in the city of Ladue, state of Missouri, on this 20th day of
September, 2005.

ESCO TECHNOLOGIES INC.

By: /s/ T.B. Martin

T.B. Martin
Assistant Secretary and
Associate General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration
statement has been signed by the following persons in the capacities and on the
date indicated.

| Signature | Title | Date |
|-------------------------------------|---|--------------------|
| /s/ * ----- V. L. Richey, Jr. | Chairman, Chief Executive Officer and Director (principal executive officer) | September 20, 2005 |
| /s/ * ----- C. J. Kretschmer | President, Chief Operating Officer and Director | September 20, 2005 |
| /s/ * ----- G. E. Muenster | Vice President and Chief Financial Officer (principal financial and accounting officer) | September 20, 2005 |

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| | | |
|--|----------|--------------------|
| /s/ * ----- W. S. Antle III | Director | September 20, 2005 |
| /s/ * ----- J. M. McConnell | Director | September 20, 2005 |
| /s/ * ----- L. W. Solley | Director | September 20, 2005 |
| /s/ * ----- J. M. Stolze | Director | September 20, 2005 |
| /s/ * ----- D. C. Trauscht | Director | September 20, 2005 |
| /s/ * ----- J. D. Woods | Director | September 20, 2005 |
| *s/T.B. Martin ----- T.B. Martin Assistant Secretary and Associate General Counsel By power of attorney | | September 20, 2005 |

EXHIBIT INDEX

Exhibits are listed by number corresponding to the Exhibit Table of Item 601 in Regulation S-K.

| | |
|------|---|
| 5 | Opinion of Counsel. |
| 23.1 | Consent of Counsel (included in Exhibit 5) |
| 23.2 | Consent of KPMG LLP. |
| 24 | Power of Attorney (included on the Signatures pages of the Registration Statements) |

See Item 8 for a list of exhibits incorporated by reference.