

ESTERLINE TECHNOLOGIES CORP  
Form 8-K  
October 11, 2007

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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**October 9, 2007**

**Date of Report (Date of earliest event reported)**

**ESTERLINE TECHNOLOGIES CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-06357**  
**(Commission File No.)**

**13-2595091**  
**(IRS Employer**  
**Identification No.)**

**500-108<sup>th</sup> Avenue NE, Bellevue, Washington**  
**(Address of principal executive offices)**

**98004**  
**(Zip Code)**

**(425) 453-9400**

**(Registrant's telephone number, including area code)**

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 communication 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 240.13e-4(c))



**Item 8.01. Other Events.**

On October 9, 2007, Esterline Technologies Corporation (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Jefferies & Company, Inc. (the Underwriter ). The Underwriting Agreement provides for the sale of 3,450,000 shares of the Company s common stock at a public offering price of \$55.00 per share. The transactions contemplated by the Underwriting Agreement are expected to close on or around October 12 , 2007. The common stock is being offered and sold pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-117905), filed on August 3, 2004 (the Registration Statement ) and declared effective by the Securities and Exchange Commission on August 25, 2004, as supplemented by a final prospectus supplement dated October 9, 2007, and the Company s related registration statement on Form S-3 (File No. 333-146576), filed and immediately effective on October 9, 2007.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

1.1 Underwriting Agreement among Jefferies & Company, Inc. and Esterline Technologies Corporation

99.1 Information relating to Item 14 Other Expenses of Issuance and Distribution, of the Registration Statement

**SIGNATURES**

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.

**ESTERLINE TECHNOLOGIES CORPORATION**

Dated: October 11, 2007

By: /s/ Robert D. George  
Name: Robert D. George  
Title: Vice President, Chief Financial Officer,

Secretary and Treasurer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement among Jefferies & Company, Inc. and Esterline Technologies Corporation
99.1	Information relating to Item 14 Other Expenses of Issuance and Distribution, of the Registration Statement