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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

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

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

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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)

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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)

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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

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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.