SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2004

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ______ TO ______
COMMISSION FILE NUMBER 1-10596

ESCO TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

MISSOURI	43-1554045
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
8888 LADUE ROAD, SUITE 200 ST. LOUIS, MISSOURI	63124-2090
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:(314) 213-7200

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes X No___

The number of shares of the registrant's stock outstanding at April 30, 2004 was 12,936,295.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
Net sales	$ 102,171	101,996
Costs and expenses:		
Cost of sales	70,781	69,640
Selling, general and administrative expenses	19,111	18,327
Interest income	(483)	(158)
Other, net	513	2,300
Total costs and expenses	89,922	90,109
Earnings before income taxes	12,249	11,887
Income tax expense	4,684	4,549
Net earnings from continuing operations	7,565	7,338

Loss from discontinued operations, net of tax of $551 and $627, respectively	(2,200)	(1,707)
Net earnings	$ 5,365	5,631
Earnings (loss) per share:		
Basic - Continuing operations	$ 0.59	$ 0.58
- Discontinued operations	(0.17)	(0.13)
- Net earnings	$ 0.42	$ 0.45
Diluted - Continuing operations	$ 0.57	$ 0.56
- Discontinued operations	(0.17)	(0.13)
- Net earnings	$ 0.40	$ 0.43

See accompanying notes to consolidated financial statements.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(Dollars in thousands, except per share amounts)

	Six Months Ended March 31, 2004	Six Months Ended March 31, 2003
Net sales	$ 198,567	200,285
Costs and expenses:		
Cost of sales	137,051	136,197
Selling, general and administrative expenses	37,880	36,391
Interest income	(519)	(269)
Other, net	1,127	2,816
Total costs and expenses	175,539	175,135
Earnings before income taxes	23,028	25,150
Income tax expense	8,875	9,338
Net earnings from continuing operations	14,153	15,812
Loss from discontinued operations, net of tax of $1,208 and $1,345, respectively	(2,637)	(3,629)
Net earnings	$ 11,516	12,183
Earnings (loss) per share:		
Basic - Continuing operations	$ 1.10	$ 1.26
- Discontinued operations	(0.20)	(0.29)
- Net earnings	$ 0.90	$ 0.97
Diluted - Continuing operations	$ 1.06	$ 1.21
- Discontinued operations	(0.19)	(0.28)
- Net earnings	$ 0.87	$ 0.93

See accompanying notes to consolidated financial statements.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	March 31, 2004 (Unaudited)	September 30, 2003
ASSETS		
Current assets:		
Cash and cash equivalents	$ 40,672	31,285
Accounts receivable, less allowance for doubtful accounts of $653 and $734, respectively	66,314	69,379
Costs and estimated earnings on long-term contracts, less progress billings of $8,331 and $5,089, respectively	4,456	4,663
Inventories	51,080	48,432
Current portion of deferred tax assets	23,446	24,187
Other current assets	4,817	6,549
Current assets from discontinued operations	23,405	21,640
Total current assets	214,190	206,135
Property, plant and equipment, at cost	127,988	122,791
Less accumulated depreciation and amortization	56,575	51,622
Net property, plant and equipment	71,413	71,169
Goodwill	68,886	68,653
Deferred tax assets	16,432	16,618
Other assets	15,958	14,081
Other assets from discontinued operations	13,904	16,725
	400,783	393,381
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings and current maturities of long-term debt	$ 440	10,143
Accounts payable	35,540	34,940
Advance payments on long-term contracts, less costs incurred of $1,143 and $1,728, respectively	2,661	1,144
Accrued expenses and other current liabilities	27,108	30,013
Current liabilities from discontinued operations	10,633	9,397
Total current liabilities	76,382	85,637
Deferred income	2,966	3,194
Other liabilities	20,439	20,556
Long-term debt	513	490
Other liabilities from discontinued operations	9,395	8,115
Total liabilities	109,695	117,992
Commitments and contingencies	--	--
Shareholders' equity:		
Preferred stock, par value $.01 per share, authorized 10,000,000 shares	--	--
Common stock, par value $.01 per share, authorized 50,000,000 shares, issued 13,990,723 and 13,933,193 shares, respectively	140	139
Additional paid-in capital	218,351	216,506
Retained earnings	91,807	80,292
Accumulated other comprehensive loss	(2,667)	(4,982)
	307,631	291,955
Less treasury stock, at cost: 1,103,102 and 1,105,052 common shares, respectively	(16,543)	(16,566)
Total shareholders' equity	291,088	275,389
	400,783	393,381

See accompanying notes to consolidated financial statements.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	Six Months Ended March 31, 2004	2003
Cash flows from operating activities:		
Net earnings	$11,516	12,183
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Net loss from discontinued operations	2,637	3,629
Depreciation and amortization	5,904	5,796
Changes in operating working capital	2,309	(8,455)
Effect of deferred taxes	186	2,912
Other	1,768	3,025
Net cash provided by operating activities - continuing operations	24,320	19,090
Net cash used by discontinued operations	(2,246)	(3,315)
Net cash provided by operating activities	22,074	15,775
Cash flows from investing activities:		
Acquisition of business - continuing operations	-	(4,000)
Acquisition of business - discontinued operations	-	(1,364)
Proceeds from Riverhead note receivable	2,120	-
Capital expenditures - continuing operations	(4,803)	(4,121)
Capital expenditures - discontinued operations	(1,379)	(1,897)
Net cash used by investing activities	(4,062)	(11,382)
Cash flows from financing activities:		
Net decrease in short-term borrowings	(9,635)	(54)
Proceeds from long-term debt	378	-
Principal payments on long-term debt	(76)	(626)
Other (including exercise of stock options)	708	1,014
Net cash (used) provided by financing activities	(8,625)	334
Net increase in cash and cash equivalents	9,387	4,727
Cash and cash equivalents, beginning of period	31,285	24,930
Cash and cash equivalents, end of period	$40,672	29,657

See accompanying notes to consolidated financial statements.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying consolidated financial statements, in the opinion of management, include all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of the results for the interim periods presented. The consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all the disclosures required by accounting principles generally accepted in the United States of America (GAAP). For further information refer to the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003. Certain prior year amounts have been reclassified to conform to the fiscal 2004 presentation.

The results for the three and six month periods ended March 31, 2004 are not necessarily indicative of the results for the entire 2004 fiscal year.

2. DISCONTINUED OPERATIONS

Microfiltration and Separations Businesses (MicroSep) - In July 2003, the Company announced its decision to sell the MicroSep businesses in the Filtration/Fluid Flow segment, and therefore, these businesses were recorded as discontinued operations beginning in the fourth quarter of fiscal 2003. The net sales from the MicroSep businesses were $12.0 million and $10.2 million for the three-month periods ended March 31, 2004 and 2003, respectively and $23.9 million and $21.2 million for the six-month periods ended March 31, 2004 and 2003, respectively. Effective April 2, 2004, the Company completed the sale of two of its three MicroSep businesses. PTI Advanced Filtration Inc. (Oxnard, California) and PTI Technologies Limited (Sheffield, England) were sold to domnick hunter group plc for $18 million in cash.

The major classes of discontinued assets and liabilities included in the Consolidated Balance Sheets at March 31, 2004 and September 30, 2003 are shown below (in thousands). The Company will retain the deferred tax assets shown below and plans to repay the outstanding long-term borrowings with Bank of America (included in Other liabilities below).

	March 31, 2004	September 30, 2003
Assets:		
Accounts receivable, net	$11,685	10,728
Inventories	9,920	8,778
Current portion of deferred tax assets	1,337	1,379
Other current assets	463	755
Current assets	23,405	21,640
Net property, plant & equipment	10,967	9,096
Deferred tax assets	2,791	7,493
Other assets	146	136
Total assets of Discontinued Operations	37,309	38,365
Liabilities:		
Accounts payable	$ 5,865	4,522
Accrued expenses and other current liabilities	4,768	4,875
Current liabilities	10,633	9,397
Other liabilities	9,395	8,115
Total liabilities of Discontinued Operations	$20,028	17,512

3. EARNINGS PER SHARE (EPS)

Basic EPS is calculated using the weighted average number of common shares outstanding during the period. Diluted EPS is calculated using the weighted average number of common shares outstanding during the period plus shares issuable upon the assumed exercise of dilutive common share options and vesting of performance-accelerated restricted shares (performance shares) by using the treasury stock method. The number of shares used in the calculation of earnings per share for each period presented is as follows (in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003
Weighted Average Shares Outstanding - Basic	12,874	12,627	12,857	12,590
Dilutive Options and Performance Shares	451	445	448	466
Adjusted Shares- Diluted	13,325	13,072	13,305	13,056

Options to purchase 104,050 shares of common stock at prices ranging from $45.36 - $48.58 and options to purchase approximately 76,500 shares of common stock at prices ranging from $34.58 - $36.33 were outstanding during the six month periods ended March 31, 2004 and 2003, respectively, but were not included in the computation of diluted EPS because the options' exercise prices were greater than the average market price of the common shares. The options expire at various periods through 2014. Approximately 16,000 and 52,000 performance shares were excluded from the respective computation of diluted EPS based upon the application of the treasury stock method for the three month periods ended March 31, 2004 and 2003, respectively.

In December 2002, the FASB issued SFAS No. 148 "Accounting for Stock-Based Compensation - Transition and Disclosure, an Amendment of FASB Statement No. 123," (SFAS 148) to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company previously adopted the disclosure-only provisions of SFAS 123. Under APB 25, no compensation cost was recognized for the Company's stock option plans. Had compensation cost for the Company's stock option plans and performance share plans been determined based on the fair value at the grant date for awards outstanding during the three and six-month periods ended March 31, 2004 and 2003 consistent with the provisions of SFAS 148, the Company's net earnings and net earnings per share would have been as shown in the table below:

(Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003
Net earnings, as reported	$5,365	5,631	11,516	12,183
Less: total stock-based employee compensation expense determined under fair value based methods, net of tax	286	617	548	1,235
Pro forma net earnings	$5,079	5,014	10,968	10,948
Net earnings per share:				
Basic - as reported	$ 0.42	0.45	0.90	0.97
Basic - pro forma	$ 0.39	0.40	0.85	0.87
Diluted - as reported	$ 0.40	0.43	0.87	0.93
Diluted - pro forma	$ 0.38	0.38	0.82	0.84

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants in the three and six-month periods ended March 31, 2004 and 2003, respectively: expected dividend yield of 0% in both periods; expected volatility of 20.0% and 38.8%; risk-free interest rate of 3.8% and 3.8%; and expected life based on historical exercise periods of 4.22 years and 4.25 years.

4. INVENTORIES

Inventories consist of the following (in thousands):

	March 31, 2004	September 30, 2003
Finished goods	$13,578	12,449
Work in process, including long- term contracts	16,126	14,611
Raw materials	21,376	21,372
Total inventories	$51,080	48,432

5. COMPREHENSIVE INCOME

Comprehensive income for the three-month periods ended March 31, 2004 and 2003 was $5.2 million and $5.8 million, respectively. Comprehensive income for the six-month periods ended March 31, 2004 and 2003 was $13.8 million and $13.6 million, respectively. For the six months ended March 31, 2004, the Company's comprehensive income was positively impacted by foreign currency translation adjustments of approximately $2.3 million.

6. BUSINESS SEGMENT INFORMATION

The Company is organized based on the products and services that it offers. Under this organizational structure, the Company operates in three segments: Filtration/Fluid Flow, Communications and Test.

Management evaluates and measures the performance of its operating segments based on "Net Sales" and "EBIT", which are detailed in the table below. EBIT is defined as earnings from continuing operations before interest and taxes. Effective October 1, 2003, corporate office operating charges are no longer being allocated to the operating units. Previously, corporate costs were allocated to the operating segments based on 2.5% of the segment's net sales. The prior year period has been adjusted to reflect the change in corporate office operating charges. "Corporate" consists of those unallocated corporate office operating charges, which were included in the "Other" operating segment in fiscal 2003 and prior periods. The table below is presented for continuing operations and excludes discontinued operations.

($ in millions)	Three Months ended March 31,		Six Months Ended March 31	
NET SALES	2004	2003	2004	2003
Filtration/Fluid Flow	$ 42.2	39.9	82.1	79.0
Communications	30.4	37.8	61.8	77.4
Test	29.6	24.3	54.7	43.9
Consolidated totals	$102.2	102.0	198.6	200.3
EBIT				
Filtration/Fluid Flow	$ 4.2(1)	3.4(2)	7.7(3)	9.1(2)
Communications	7.2	9.8	14.6	20.1
Test	3.3	2.4	5.5	3.7
Corporate	(2.9)	(3.9)(4)	(5.3)	(8.0)(5)
Consolidated EBIT	11.8	11.7	22.5	24.9
Add: Interest income	0.5	0.2	0.5	0.3
Earnings before income taxes	$ 12.3	11.9	23.0	25.2

The items listed below were described in detail in previous filings.

(1) Includes $0.6 million of exit costs related to the Filtertek Puerto Rico facility.

(2) Includes a $1.5 million charge resulting from an equipment lease termination related to the Whatman Hemasure MSA dispute.

(3) Includes $1.3 million of exit costs related to the Filtertek Puerto Rico facility.
(4) Includes $0.7 million of costs related to the Management Transition Agreement (MTA) between the Company and its former Chairman.
(5) Includes $1.4 million of costs related to the MTA.

7. RETIREMENT AND OTHER BENEFIT PLANS

A summary of net periodic benefit expense for the Company's defined benefit plans and postretirement healthcare and other benefits for the three and six-month periods ended March 31, 2004 and 2003 are shown in the following tables. Net periodic benefit cost for each period presented is comprised of the following:

	Three Months Ended March 31,		Six Months Ended March 31,	
(Dollars in thousands)	2004	2003	2004	2003
Defined benefit plans				
Service cost	$ 140	463	$ 280	1,019
Interest cost	623	675	1,245	1,491
Expected return on assets	(675)	(700)	(1,350)	(1,400)
Amortization of:				
Prior service cost	--	--	--	47
Actuarial (gain) loss	100	112	200	318
Net periodic benefit cost	$ 188	550	$ 375	1,475

Net periodic postretirement benefit cost for each period presented is comprised of the following:

	Three Months Ended March 31,		Six Months Ended March 31,	
(Dollars in thousands)	2004	2003	2004	2003
Service cost	$ 11	$ 5	$ 16	$ 10
Interest cost	17	25	25	50
Amortization of actuarial gain	(12)	(30)	(25)	(60)
Net periodic postretirement benefit cost	$ 16	$ --	$ 16	$ --

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

RESULTS OF OPERATIONS

The following discussion refers to the Company's results from continuing operations, except where noted. The Microfiltration and Separations businesses (MicroSep) are accounted for as discontinued operations in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." Accordingly, the MicroSep businesses are reflected as discontinued operations in the financial statements and related notes for all periods shown. In addition, at March 31, 2003, Rantec Power Systems Inc. was also accounted for as a discontinued operation.

NET SALES Net sales were $102.2 million and $102.0 million for the fiscal quarters ended March 31, 2004 and 2003, respectively. Net sales for the six-month periods ended March 31, 2004 and 2003 were $198.6 million and $200.3 million, respectively.

- -Filtration/Fluid Flow Net sales increased $2.3 million (5.8%) to $42.2 million for the second quarter of fiscal 2004 from $39.9 million for the second quarter of fiscal 2003. Net sales increased $3.1 million (3.9%) to $82.1 million for the first six months of fiscal 2004 from $79.0 million for the first six months of fiscal 2003. The sales increase during the fiscal quarter ended March 31, 2004 as compared to the prior year quarter is mainly due to the following: higher defense shipments at VACCO of $1.4 million, higher commercial and military aerospace shipments at PTI of $0.6 million and a net sales increase at Filtertek of $0.4 million primarily driven by the favorable impact of foreign currency exchange rates. The sales increase for the first six months of fiscal 2004 as compared to the prior year period is mainly due to the following: higher defense shipments at VACCO of $2.1 million and a net sales increase at Filtertek of $1.7 million primarily driven by the favorable impact of foreign currency exchange rates, partially offset by a $0.6 million decline in sales of commercial aerospace products.

- -Communications For the second quarter of fiscal 2004, net sales of $30.4

million were $7.4 million, or 19.6% lower than the $37.8 million of net sales recorded in the second quarter of fiscal 2003. Net sales of $61.8 million in the first six months of fiscal 2004 were $15.6 million, or 20.2% lower than the $77.4 million recorded in the first six months of fiscal 2003. The sales decreases in the second quarter of fiscal 2004 and the first six months of fiscal 2004 as compared to the prior year periods are the result of a decline in shipments of Automatic Meter Reading (AMR) products to PPL Electric Utilities Corporation (PPL) as the contract is nearing completion. Sales to PPL were $7.4 million and $15.2 million in the fiscal quarters ended March 31, 2004 and 2003, respectively, and $19.9 million and $37.8 million in the first six months of fiscal 2004 and 2003, respectively. The PPL contract is scheduled for completion in the fourth quarter of fiscal 2004. The Company expects sales to PPL to be less than $1.0 million in the second half of fiscal 2004. The decrease in sales to PPL was partially offset by significantly higher AMR product sales to the electric utility cooperative (COOP) market and other customers. Sales to COOP and other customers were $22.5 million and $19.9 million in the fiscal quarters ended March 31, 2004 and 2003, respectively, and were $41.0 million and $33.7 million for the first six months of fiscal 2004 and 2003, respectively.

Sales of Comtrak's SecurVision products were $0.4 million for the second quarter of fiscal 2004 as compared to $2.7 million for the prior year second quarter and $0.9 million for the first six months of fiscal 2004 as compared to $5.8 million for the prior year six-month period. The decreases in sales for the second quarter of fiscal 2004 and in the first six months of fiscal 2004 as compared to the prior year periods are due to a delay in deliveries as a result of a significant customer requesting Comtrak to modify its software operating system to provide enhanced "virus" protection within the product. Normal sales volumes are anticipated to resume during the third quarter of fiscal 2004.

- -Test Net sales increased $5.3 million (21.8%) to $29.6 million for the second quarter of fiscal 2004 from $24.3 million for the second quarter of fiscal 2003. Net sales increased $10.8 million (24.6%) to $54.7 million for the first six months of fiscal 2004 from $43.9 million for the first six months of fiscal 2003. The sales increase during the fiscal quarter ended March 31, 2004 as compared to the prior year quarter is mainly due to higher sales of test chambers of approximately $5.7 million, primarily driven by two projects in Europe. The sales increase for the first six months of fiscal 2004 as compared to the prior year period is mainly due to the following: higher sales of test chambers of approximately $8.5 million, primarily driven by two projects in Europe; the acoustics business (which includes results of operations for two quarters in the current year compared to one quarter in the prior year), which contributed $1.7 million to the increase in sales for the first six months of fiscal 2004 and an increase in sales from the Company's Asian operations of approximately $0.5 million

ORDERS AND BACKLOG Backlog was $259.5 million at March 31, 2004 compared with $263.0 million at September 30, 2003. The Company received new orders totaling $195.1 million in the first six months of fiscal 2004. New orders of $86.3 million were received in the first six months of fiscal 2004 related to Filtration/Fluid Flow products, $57.5 million related to Communications products (includes $56.6 million of new orders related to AMR products, primarily for the COOP market), and $51.3 million related to Test products. Backlog decreased in the Communications segment due to $19.9 million of shipments to PPL during the first six months of fiscal 2004.

COST OF SALES Cost of sales was $70.8 million (69.3% of net sales) and $69.6 million (68.3% of net sales) for the second quarter of fiscal 2004 and 2003, respectively. Cost of sales was $137.1 million (69.0% of net sales) and $136.2 million (68.0% of net sales) for the first six months of fiscal 2004 and 2003, respectively. Cost of sales as a percent of net sales increased slightly in the second quarter of fiscal 2004 and the first six months of fiscal 2004 as compared to the prior year periods mainly due to dual facility costs in the Filtration/Fluid Flow segment as a result of the closure of the Puerto Rico facility and ramp-up in Mexico and lower margins on the Company's commercial aerospace products. The closure and relocation of the Puerto Rico facility was completed in March 2004.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES Selling, general and administrative (SG&A) expenses for the second quarter of fiscal 2004 were $19.1 million (18.7% of net sales), compared with $18.3 million (18.0% of net sales) for the prior year period. For the first six months of fiscal 2004, SG&A expenses were $37.9 million (19.1% of net sales) compared with $36.4 million (18.2% of net sales) for the prior year period. The increase in SG&A spending in the fiscal quarter ended March 31, 2004 and in the first six months of fiscal 2004 as compared to the respective prior year periods is mainly due to the costs associated with research and development, engineering, and marketing within the Communications segment to further penetrate the investor owned utility market. In addition, the acoustics business acquired in fiscal 2003 had $0.9 million of SG&A expenses in the first six months of fiscal 2004 (two quarters) compared to $0.5 million in the prior year period (one quarter). SG&A also includes severance charges related to the closure of the Puerto Rico facility of $0.2 million in the second quarter of fiscal 2004 and $0.5 million in the first six months of fiscal 2004. The first six months of fiscal 2003 included $1.4 million of SG&A expenses related to the MTA, as described in previous filings.

OTHER COSTS AND EXPENSES, NET Other costs and expenses, net, were $0.5 million for the quarter ended March 31, 2004 compared to $2.3 million for the prior year quarter. Other costs and expenses, net, were $1.1 million for the first six months of fiscal 2004 compared to $2.8 million for the prior year period. The principal component of other costs and expenses, net, for the fiscal quarter ended March 31, 2004 included $0.5 million of exit costs related to the Puerto Rico facility. Principal components of other costs and expenses, net, for the first six months of fiscal 2004 included $0.9 million of exit costs related to the Puerto Rico facility and $0.5 million of amortization of identifiable intangible assets (primarily patents and licenses). Principal components of other costs and expenses, net, for the first six months of fiscal 2003 included a $1.5 million charge resulting from an equipment lease termination related to the previously disclosed Whatman MSA dispute (Filtration/Fluid Flow segment) and $0.5 million of amortization of patents and licenses.

EBIT The Company evaluates the performance of its operating segments based on EBIT, defined below. EBIT was $11.8 million (11.5% of net sales) for the second quarter of fiscal 2004 and $11.7 million (11.5% of net sales) for the second quarter of fiscal 2003. For the first six months of fiscal 2004, EBIT was $22.5 million (11.3% of net sales) and $24.9 million (12.4% of net sales) for the first six months of fiscal 2003. EBIT in the second quarter of fiscal 2004 was negatively impacted by the cost of sales and SG&A items mentioned earlier, which included $0.6 million of severance and exit costs related to the Puerto Rico facility (Filtration/Fluid Flow segment). EBIT for the first six months of fiscal 2004 was negatively impacted by the cost of sales and SG&A items mentioned earlier, which included $1.3 million of severance and exit costs related to the Filtertek Puerto Rico facility (Filtration/Fluid Flow segment). EBIT for the six-month period ended March 31, 2003 was negatively impacted by $1.4 million of MTA costs and a $1.5 million charge resulting from an equipment lease termination related to the Whatman Hemasure MSA dispute (Filtration/Fluid Flow segment).

This Form 10-Q contains the financial measure "EBIT", which is not calculated in accordance with generally accepted accounting principles in the United States of America (GAAP). EBIT provides investors and Management with an alternative method for assessing the Company's operating results. The Company defines "EBIT" as earnings from continuing operations before interest and taxes. Management evaluates the performance of its operating segments based on EBIT and believes that EBIT is useful to investors to demonstrate the operational profitability of the Company's business segments by excluding interest and taxes, which are generally accounted for across the entire Company on a consolidated basis. EBIT is also one of the measures Management uses to determine resource allocations within the Company and incentive compensation. The following table represents a reconciliation of EBIT to net earnings from continuing operations.

($ in thousands)	Three Months ended March 31,		Six Months ended March 31,	
	2004	2003	2004	2003
EBIT	$11,766	$11,729	22,509	24,881
Add: Interest income	483	158	519	269
Less: Income taxes	4,684	4,549	8,875	9,338
Net earnings from continuing operations	$ 7,565	$ 7,338	14,153	15,812

- -Filtration/Fluid Flow EBIT was $4.2 million and $3.4 million in the second quarters of fiscal 2004 and 2003, respectively, and $7.7 million and $9.1 million in the first six months of fiscal 2004 and 2003, respectively. For the second quarter of fiscal 2004 as compared to the prior year quarter, EBIT increased $0.8 million due to higher defense shipments at VACCO. For the first six months of fiscal 2004 as compared to the prior year period, EBIT decreased approximately $1.4 million due to the following: a $1.8 million decrease at PTI due to lower shipments of commercial aerospace products and changes in the sales mix of military aftermarket products; a $1.0 million decrease at Filtertek due to $1.3 million of exit costs related to the Puerto Rico facility; partially offset by a $1.4 million increase at VACCO due to higher defense shipments. The closure and relocation of the Puerto Rico facility was completed in March 2004. Management expects the Puerto Rico facility to be sold within the next twelve months.

- -Communications

EBIT in the second quarter of fiscal 2004 was $7.2 million as compared to $9.8 million in the prior year period. For the first six months of fiscal 2004, EBIT was $14.6 million as compared to $20.1 million in the prior year period. The decrease in EBIT in the second quarter of fiscal 2004 and in the first six months of fiscal 2004 as compared to the prior year periods is mainly due to lower shipments of AMR equipment to PPL as the contract is nearing completion. The Company continues to increase its engineering and new product development expenditures in the Communications segment in order to continue its growth in the AMR markets, and to further differentiate its technology from the competition.

In addition, Comtrak's EBIT decreased approximately $0.8 million in the second quarter of fiscal 2004 and $1.9 million in the first six months of fiscal 2004 as compared to the respective prior year periods due to the decreased sales as a result of the software modifications noted earlier.

- -Test

EBIT in the second quarter of fiscal 2004 was $3.3 million as compared to $2.4 million in the prior year period. For the first six months of fiscal 2004, EBIT increased $1.8 million to $5.5 million from $3.7 million in fiscal 2003. The increases in EBIT as compared to the prior year periods are mainly due to the increases in sales volume.

- -Corporate

Corporate costs included in EBIT were ($2.9) million and ($5.3) million for the three and six-month periods ended March 31, 2004, respectively, compared to ($3.9) million and ($8.0) million for the respective prior year periods. EBIT for the first six months of fiscal 2003 included $1.4 million of MTA costs. The decrease in corporate costs for the first six months of fiscal 2004 as compared to the prior year period is also due to lower operating costs, including personnel related costs.

INTEREST INCOME, NET

Interest income, net, was $0.5 million for both the three and six-month periods ended March 31, 2004, compared to $0.2 million and $0.3 million for the respective prior year periods. The increase in interest income for the second quarter of fiscal 2004 and in the first six months of fiscal 2004 as compared to the respective prior year periods is due to higher average cash balances on hand in fiscal 2004 and the interest received on the collection of the Riverhead note receivable, see further discussion below.

INCOME TAX EXPENSE

The second quarter fiscal 2004 effective income tax rate was 38.2% compared to 38.3% in the second quarter of fiscal 2003. The effective income tax rate in the first six months of fiscal 2004 was 38.5% compared to 37.1% in the prior year period. The increase in the effective income tax rate in the first six months of fiscal 2004 is primarily due to the timing and volume of profit contributions of the Company's foreign operations. The Company estimates the annual effective tax rate for fiscal 2004 to be approximately 38%, excluding the effect of discontinued operations.

CAPITAL RESOURCES AND LIQUIDITY

Working capital increased to $137.8 million at March 31, 2004 from $120.5 million at September 30, 2003. During the first six months of fiscal 2004, accounts receivable decreased by $3.1 million due to cash collections during the period. Inventories increased by $2.6 million in the first six months of fiscal 2004 mainly to provide safety stock to support the facility relocations related to the Filtertek Puerto Rico move (Filtration/Fluid Flow segment) and to support near term demand in the Test segment. In addition, accounts payable and accrued expenses decreased by $2.3 million in the first six months of fiscal 2004 primarily due to the timing of payments.

Net cash provided by operating activities from continuing operations increased $5.2 million to $24.3 million in the first six months of fiscal 2004, compared to $19.1 million in the same period of fiscal 2003, mainly due to lower working capital investments in the current period.

Capital expenditures from continuing operations were $4.8 million and $4.1 million in the first six months of fiscal 2004 and 2003, respectively. Major expenditures in the current period included manufacturing equipment and facility modifications used in the Filtration/Fluid Flow businesses. The Company has approximately $4 million in capital commitments in the Communications segment to further differentiate its products and to further penetrate the investor owned utility market. This amount will be spent within the next six months.

On February 18, 2004, the Company received $2.1 million as final payment on the note receivable from the sale of the Riverhead, NY property and recorded the excess over book value of $0.3 million as interest income.

Effective September 5, 2003, the Company amended its existing revolving credit facility. The amended credit facility continues to have $5 million annual reductions, a $25 million increase option through April 11, 2004 (which has expired) and a final maturity and expiration of April 11, 2005. At March 31, 2004, the Company had not exercised the $25 million increase option and the revolving line of credit was $65 million. At March 31, 2004, the Company had approximately $52.7 million available to borrow under the credit facility in addition to $40.7 million cash on hand. Against the $65 million available under the revolving credit facility at March 31, 2004, the Company had $9.2 million of outstanding long-term borrowings related to the Bea acquisition (included in "Other liabilities from discontinued operations") and outstanding letters of credit of $3.1 million. Cash flow from operations and borrowings under the Company's bank credit facility are expected to meet the Company's capital requirements and operational needs for the foreseeable future.

SUBSEQUENT EVENT

Effective April 2, 2004, the Company completed the sale of two of its three Microfiltration and Separations (MicroSep) businesses. PTI Advanced Filtration Inc. (Oxnard, California) and PTI Technologies Limited (Sheffield, England) were sold to domnick hunter group plc for $18 million in cash. Management expects to complete the sale of the remaining MicroSep business, PTI S.p.A. (Milan, Italy) prior to September 30, 2004. PTI S.p.A. will continue to be accounted for as a discontinued operation through the date of its divestiture.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Management to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying consolidated financial statements. In preparing these financial statements, Management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. The Company does not believe there is a great likelihood that materially different amounts would be reported under different conditions or using different assumptions related to the accounting policies described below. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. The Company's senior Management discusses the accounting policies described below with the Audit and Finance Committee of the Company's Board of Directors on a periodic basis.

The following discussion of critical accounting policies is intended to bring to the attention of readers those accounting policies which Management believes are critical to the Consolidated Financial Statements and other financial disclosure. It is not intended to be a comprehensive list of all significant accounting policies that are more fully described in Note 1 of the Notes to the Consolidated Financial Statements included in the 2003 Annual Report on Form 10-K.

The Company has identified the following areas as critical accounting policies.

Revenue Recognition

The majority of the Company's revenues are recognized when products are shipped to or when services are performed for unaffiliated customers. Other revenue recognition methods the Company uses include the following: Revenue on production contracts is recorded when specific contract terms are fulfilled, usually by delivery or acceptance. Revenues from cost reimbursement contracts are recorded as costs are incurred, plus fees earned. Revenue under long-term contracts, for which delivery is an inappropriate measure of performance, is recognized on the percentage-of-completion method based upon incurred costs compared to total estimated costs under the contract. Revenue under engineering contracts is generally recognized as milestones are attained. The Company has certain revenue arrangements with multiple elements within the Test segment. For such arrangements, the Company determines the fair value of each element under the provisions of EITF 00-21, "Revenue Arrangements with Multiple Deliverables." Revenue of each element is then recognized when the products and/or services are delivered. Revenue arrangements with software components are recognized under the provisions of SOP 97-2, "Software Revenue Recognition." Management believes that all relevant criteria and conditions are considered when recognizing revenue.

Accounts Receivable

Accounts receivable have been reduced by an allowance for amounts that may become uncollectible. This estimated allowance is based primarily on

Management's evaluation of the financial condition of the customer and historical bad debt experience.

Inventory

Inventories are valued at the lower of cost (first-in, first-out) or market value and have been reduced by an allowance for excess, slow-moving and obsolete inventories. The estimated allowance is based on Management's review of inventories on hand compared to historical usage and estimated future usage and sales. Inventories under long-term contracts reflect accumulated production costs, factory overhead, initial tooling and other related costs less the portion of such costs charged to cost of sales and any unliquidated progress payments. In accordance with industry practice, costs incurred on contracts in progress include amounts relating to programs having production cycles longer than one year, and a portion thereof may not be realized within one year.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets may be reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company regularly reviews its deferred tax assets for recoverability and establishes a valuation allowance when Management believes it is more likely than not such assets will not be recovered, taking into consideration historical operating results, expectations of future earnings, and the expected timing of the reversals of existing temporary differences.

Goodwill and Other Long-Lived Assets

The Company adopted the provisions of SFAS No. 142 effective October 1, 2001. Management annually reviews goodwill and other long-lived assets with indefinite useful lives for impairment or whenever events or changes in circumstances indicate the carrying amount may not be recoverable. If indicators of impairment are present, the determination of the amount of impairment for long-lived assets with definite lives is based on Management's judgment as to the future operating cash flows to be generated from these assets throughout their estimated useful lives. SFAS No. 142 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with SFAS No. 144.

Pension Plans and Other Postretirement Benefit Plans

The measurement of liabilities related to pension plans and other post-retirement benefit plans is based on Management's assumptions related to future events including interest rates, return on pension plan assets, rate of compensation increases, and health care cost trend rates. Actual pension plan asset performance will either decrease or increase unamortized pension losses that will affect net earnings in future years. Depending upon the performance of the equity and bond markets in 2004, the Company could be required to record a charge to equity.

OTHER MATTERS

Contingencies

As a normal incident of the businesses in which the Company is engaged, various claims, charges and litigation are asserted or commenced against the Company. In the opinion of Management, final judgments, if any, which might be rendered against the Company in current litigation are adequately reserved, covered by insurance, or would not have a material adverse effect on its financial statements.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

On December 23, 2003, the FASB issued FASB Statement No. 132 (Revised 2003), "Employers' Disclosures about Pensions and Other Postretirement Benefits." This standard increases the existing GAAP disclosure requirements by requiring more detailed information about pension plan assets, benefit obligations, cash flows, benefit costs and related information. Companies will be required to segregate plan assets by category, such as debt, equity and real estate, and to provide certain expected rates of return and other informational disclosures. The provisions of this standard were adopted in the second quarter of fiscal 2004.

In December 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the Act) became law in the United States. The Act introduces a prescription drug benefit under Medicare as well as a federal subsidy to sponsors of retiree health care benefit plans that provide a benefit that is at least actuarially equivalent to the Medicare benefit. In accordance with FASB Staff Position FAS 106-1, "Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003," the Company has elected to defer recognition of the effects of the Act in any measures of the benefit obligation or cost. Specific authoritative guidance on the accounting for the federal subsidy is pending and that guidance, when issued, could require the Company to change previously reported information. Currently, the Company does not believe it will need to amend its plan to benefit from the Act.

FORWARD LOOKING STATEMENTS

Statements in this report that are not strictly historical are "forward looking" statements within the meaning of the safe harbor provisions of the federal securities laws. Forward looking statements include those relating to the estimates made in connection with the Company's accounting policies, annual effective tax rate, SecurVision sales volumes, results of sale of real estate in Puerto Rico, results of PTI S.p.A. divestiture, and capital requirements and operational needs for the foreseeable future. Investors are cautioned that such statements are only predictions, and speak only as of the date of this report. The Company's actual results in the future may differ materially from those projected in the forward-looking statements due to risks and uncertainties that exist in the Company's operations and business environment including, but not limited to: the timing and terms of the PTI S.p.A. divestiture; weakening of economic conditions in served markets; changes in customer demands or customer insolvencies; competition; intellectual property rights; the performance of discontinued operations prior to completion of the PTI S.p.A. divestiture; successful execution of planned sales with regard to the Company's Puerto Rico facility; delivery delays or defaults by customers; termination for convenience of customer contracts; timing and magnitude of future contract awards; performance issues with key suppliers and subcontractors; collective bargaining and labor disputes; changes in laws and regulations including changes in accounting standards and taxation requirements; changes in foreign or U.S. business conditions affecting the distribution of foreign earnings; costs relating to environmental matters; litigation uncertainty; and the Company's successful execution of internal operating plans.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to the Company's operations result primarily from changes in interest rates and changes in foreign currency exchange rates. There has been no material change to the Company's risks since September 30, 2003. Refer to the Company's 2003 Annual Report on Form 10-K for further discussion about market risk.

ITEM 4. CONTROLS AND PROCEDURES

The Company carried out an evaluation, under the supervision and with the participation of Management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. There has been no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

a) Exhibits

Exhibit
Number

Exhibit	Description	Reference
3(a)	Restated Articles of Incorporation	Incorporated by reference to Form 10-K for the fiscal year ended September 30, 1999, at Exhibit 3(a)
3(b)	Amended Certificate of Designation Preferences and Rights of Series A Participating Cumulative Preferred Stock of the Registrant	Incorporated by reference to Form 10-Q for the fiscal quarter ended March 31, 2000, at Exhibit 4(e)
3(c)	Articles of Merger effective July 10, 2000	Incorporated by reference to Form10-Q for the fiscal quarter ended June 30, 2000, at Exhibit 3(c)
3(d)	Bylaws, as amended and restated.	Incorporated by reference to Form10-K for the fiscal year ended September 30, 2003, at Exhibit 3.4
4(a)	Specimen Common Stock Certificate	Incorporated by reference to Form10-Q for the fiscal quarter ended June 30, 2000, at Exhibit 4(a)
4(b)	Specimen Rights Certificate	Incorporated by reference to Exhibit B to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated February 3, 2000
4(c)	Rights Agreement dated as of September 24, 1990 (as amended and Restated as of February 3, 2000) between the Registrant and Registrar and Transfer Company, as successor Rights Agent	Incorporated by reference to Current Report on Form 8-K dated February 3, 2000, at Exhibit 4.1
4(d)	Amended and Restated Credit Agreement dated as of February 28, 2001 among the Registrant, Bank of America, N.A., as agent, and the lenders listed therein	Incorporated by reference to Form 10-Q for the fiscal quarter ended March 31, 2001, at Exhibit 4(d)
4(e)	Amendment No. 1 dated as of April 5, 2002 to Credit Agreement listed as Exhibit 4(d) above.	Incorporated by reference to Form 10-Q for the fiscal quarter ended June 30, 2002, at Exhibit 4(e).
4(f)	Amendment No. 2 and Consent dated as of September 5, 2003 to Credit Agreement listed as Exhibit 4(d) above	Incorporated by reference to Form 10-K for the fiscal year ended September 30, 2003, at Exhibit 4(d)
10	2004 Incentive Compensation Plan	Incorporated by reference to Notice of Annual Meeting of Stockholders and Proxy Statement dated December 29, 2003, at Appendix B
31.1	Certification of Chief Executive Officer relating to Form 10-Q for period ended March 31, 2004	
31.2	Certification of Chief Financial Officer relating to Form 10-Q for period ended March 31, 2004	
32	Certification of Chief Executive Officer and Chief Financial Officer relating to Form 10-Q for period ended March 31, 2004	

b) Reports on Form 8-K.

On February 5, 2004, the Company filed a Current Report on Form 8-K, dated February 5, 2004, which reported in Item 7, Item 9 and Item 12 that the Company was issuing a press release that date announcing its fiscal 2004 first quarter financial and operating results, which would be included on its website, and that a related conference call would be held.

SIGNATURE

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 thereunto duly authorized.

ESCO TECHNOLOGIES INC.

/s/ Gary E. Muenster

Gary E. Muenster
Vice President and Chief Financial Officer
(As duly authorized officer and principal accounting officer of the registrant)

Dated: May 11, 2004

Exhibit 31.1

CERTIFICATIONS

I, V.L. Richey, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of ESCO Technologies Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit and finance committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2004

(s) V.L. Richey, Jr.

V.L. Richey, Jr.

Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, G.E. Muenster, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ESCO Technologies Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit and finance committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2004

(s) G.E. Muenster

G.E. Muenster

Chief Financial Officer

EXHIBIT 32

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of ESCO Technologies Inc. (the "Company") on Form 10-Q for the period ended March 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, V. L. Richey, Jr., Chief Executive Officer of the Company, and G. E. Muenster, Chief Financial Officer of the Company, certify, to the best of our knowledge, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 11, 2004

/s/ V.L. Richey, Jr.

V.L. Richey, Jr.
Chief Executive Officer
ESCO Technologies Inc.

/s/ G.E. Muenster

G.E. Muenster
Chief Financial Officer
ESCO Technologies Inc.