

MOLINELLI JOHN J
 Form 4
 September 21, 2009

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 *
MOLINELLI JOHN J

(Last) (First) (Middle)
 37 NORTH VALLEY ROAD, BUILDING 4
 (Street)

PAOLI, PA 19301-0801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMETEK INC/ [AME]

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VP & CFO

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/21/2009		M	90,000 A \$ 12.0417	363,226	D	
Common Stock	09/21/2009		S	90,000 D \$ 35.0945	273,226	D	
401k Plan					506	I	401k Plan
Common Stock/serp					48,959	D	

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 12.0417	09/21/2009		M	90,000	<u>(1)</u> 05/19/2010	Common Stock	90,000
Stock Option	\$ 17.45					<u>(3)</u> 05/17/2011	Common Stock	39,375
Stock Option	\$ 20.27					<u>(4)</u> 09/21/2011	Common Stock	37,020
Stock Option	\$ 25.2867					<u>(5)</u> 04/26/2012	Common Stock	27,870
Stock Option	\$ 33.2667					<u>(6)</u> 04/25/2013	Common Stock	27,990
Stock Option	\$ 36.44					<u>(7)</u> 04/23/2014	Common Stock	30,750
Stock Option	\$ 48.6					<u>(8)</u> 04/22/2015	Common Stock	34,870
Stock Option	\$ 32.71					<u>(9)</u> 04/22/2016	Common Stock	48,810

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINELLI JOHN J 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			EXECUTIVE VP & CFO	

Signatures

/s/ John J.
Molinelli

09/21/2009

__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) The stock options will become exercisable in four equal installments beginning on May 20, 2004.
- (2) The shares were sold at prices ranging from \$35.00 to \$35.34 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- (3) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
- (4) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- (5) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (6) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (7) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (8) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (9) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

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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