

EGINTON WILLIAM D
Form 4
May 04, 2011

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 *
EGINTON WILLIAM D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 CASSATT ROAD, P.O. BOX 1764

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SENIOR VP-CORP. DEVELOPMENT

(Street)

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

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

BERWYN, PA 19312-1177

(City) (State) (Zip)

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	05/02/2011		M	2,000 A \$ 16.8578	62,293	D	
Common Stock	05/02/2011		S	2,000 D \$ 46	60,293	D	
Common Stock	05/03/2011		A ⁽³⁾	3,600 A \$ 44.74	63,893	D	
401k Plan					3,210	I	401(k) Plan
Common Stock/deferred Compensation					5,322	D	

Common
Stock/serp 9,724 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 16.8578	05/02/2011		M	2,000	(1) 04/26/2012	Common Stock 2,000
Stock Option	\$ 44.74	05/03/2011		A	9,732	(2) 05/02/2018	Common Stock 9,732
Stock Option	\$ 22.1778					(4) 04/25/2013	Common Stock 13,591
Stock Option	\$ 24.2933					(5) 04/23/2014	Common Stock 12,687
Stock Option	\$ 32.4					(6) 04/22/2015	Common Stock 14,194
Stock Option	\$ 21.8067					(7) 04/22/2016	Common Stock 24,780
Stock Option	\$ 29.38					(8) 04/28/2017	Common Stock 17,457

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGINTON WILLIAM D 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177			SENIOR VP-CORP. DEVELOPMENT	

Signatures

/s/ William D.
Eginton

05/04/2011

__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 April 27, 2006.
 - (2) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
 - (3) Constitutes restricted stock issued under the 2007 Omnibus Incentive Plan.
 - (4) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
 - (5) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
 - (6) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
 - (7) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
 - (8) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.