

MALONE JAMES R
Form 4
February 29, 2012

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 *
MALONE JAMES R

(Last) (First) (Middle)

QORVAL LLC, 2210
VANDERBILT BEACH RD., STE.
1206

(Street)

NAPLES, FL 34109

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2012

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock | 02/29/2012 | | S | V Amount (D) Price 20,000 D 47.9336 (1) | 11,135 | I | By Wife |
| Common Stock | | | | | 4,360 | 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)

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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) | 8. Price of Derivative Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|
| Stock Option | \$ 22.1778 | | | | | (2) 04/25/2013 | Common Stock 5,467 | |
| Stock Option | \$ 24.2933 | | | | | (3) 04/23/2014 | Common Stock 6,360 | |
| Stock Option | \$ 32.4 | | | | | (4) 04/22/2015 | Common Stock 5,445 | |
| Stock Option | \$ 21.8067 | | | | | (5) 04/22/2016 | Common Stock 5,880 | |
| Stock Option | \$ 29.38 | | | | | (6) 04/28/2017 | Common Stock 5,055 | |
| Stock Option | \$ 44.74 | | | | | (7) 05/02/2018 | Common Stock 2,700 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MALONE JAMES R
QORVAL LLC
2210 VANDERBILT BEACH RD., STE. 1206
NAPLES, FL 34109

X

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Mr. Malone

02/29/2012

**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 shares were sold at prices ranging from \$47.8702 to \$47.99 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 a each separate price.
- (2) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (3) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (4) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (7) The stock options will become exercisable in four equal installments beginning on May 3, 2012.

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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