

EGINTON WILLIAM D  
Form 4  
April 27, 2010

**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

(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)  
04/26/2010

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)  
SENIOR VP-CORP. DEVELOPMENT

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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                    |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                       | 04/26/2010                           |  | F(1)                           | 795 D \$ 43.25  | 40,165  | D  |  |
| 401k Plan                          |                                      |  |                                |   | 2,133   | I  | 401(k) Plan                                |
| Common Stock/deferred Compensation |                                      |  |                                |   | 3,532   | D  |  |
| Common Stock/serp                  |                                      |  |                                |   | 5,731   | D  |  |

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

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(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. Price of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Stock Option                               | \$ 17.45   |                                      |  |                                |   | (2)  | 05/17/2011  | Common Stock                               | 15,750                     |
| Stock Option                               | \$ 20.27   |                                      |  |                                |   | (3)  | 09/21/2011  | Common Stock                               | 19,980                     |
| Stock Option                               | \$ 25.2867   |                                      |  |                                |   | (4)  | 04/26/2012  | Common Stock                               | 9,600                      |
| Stock Option                               | \$ 33.2667   |                                      |  |                                |   | (5)  | 04/25/2013  | Common Stock                               | 9,061                      |
| Stock Option                               | \$ 36.44   |                                      |  |                                |   | (6)  | 04/23/2014  | Common Stock                               | 8,458                      |
| Stock Option                               | \$ 48.6  |                                      |  |                                |   | (7)  | 04/22/2015  | Common Stock                               | 9,463                      |
| Stock Option                               | \$ 32.71   |                                      |  |                                |   | (8)  | 04/22/2016  | Common Stock                               | 16,520                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

EGINTON WILLIAM D  
37 NORTH VALLEY ROAD  
BUILDING 4  
PAOLI, PA 19301-0801

SENIOR VP-CORP. DEVELOPMENT

## Signatures

/s/ William D.  
Eginton

04/27/2010

\_\_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) Represents withholding of shares to pay withholding taxes incurred in connection with cliff vesting of restricted stock issued on April 26, 2006.
  - (2) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
  - (3) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
  - (4) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
  - (5) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
  - (6) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
  - (7) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
  - (8) 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. 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.