

VARET ELIZEBETH R  
 Form 4  
 April 30, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
**VARET ELIZEBETH R**

(Last) (First) (Middle)

**AMERICAN SECURITIES  
 MANAGEMENT, L.P., 666 THIRD  
 AVENUE**

(Street)

**NEW YORK, NY 10017-4011**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**04/29/2010**

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)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/29/2010		A <sup>(2)</sup>	1,240 A \$ 44.07	81,805	D	
Common Stock					300,157	I	By Trust <sup>(3)</sup>
Common Stock					1,800	I	By Adult Child <sup>(4)</sup>
Common Stock					30,000	I	By Trust <sup>(5)</sup>
Common Stock					1,800	I	By Adult Child <sup>(6)</sup>

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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. Amount or Number of Shares
Stock Option	\$ 44.07	04/29/2010		A	3,370	<sup>(1)</sup> 04/28/2017	Common Stock	3,370
Stock Option	\$ 21.094					<sup>(7)</sup> 07/21/2011	Common Stock	5,250
Stock Option	\$ 25.28					<sup>(8)</sup> 04/26/2012	Common Stock	3,900
Stock Option	\$ 33.26					<sup>(9)</sup> 04/25/2013	Common Stock	3,645
Stock Option	\$ 36.44					<sup>(10)</sup> 04/23/2014	Common Stock	4,240
Stock Option	\$ 48.6					<sup>(11)</sup> 04/22/2015	Common Stock	3,630
Stock Option	\$ 32.71					<sup>(12)</sup> 04/22/2016	Common Stock	3,920

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARET ELIZEBETH R AMERICAN SECURITIES MANAGEMENT, L.P. 666 THIRD AVENUE NEW YORK, NY 10017-4011	X			

## Signatures

/s/Kathryn E. Sena, attorney-in-fact for Ms.  
Varet

04/30/2010

\_\_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) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (2) Constitutes restricted stock issued under the 2007 Omnibus Incentive Compensation Plan.
- (3) Held by trust of which the reporting person is a co-trustee or co-beneficiary.
- (4) The reporting person is a managing member of the limited liability company which holds the securities for the benefit of the reporting person's adult child. The reporting person disclaims any beneficial ownership of these securities.
- (5) These shares are held in a trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities.
- (6) The reporting person has a power of attorney over the securities. The reporting person disclaims beneficial ownership of these securities.
- (7) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
- (8) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (9) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (10) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (11) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
- (12) 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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