

EGINTON WILLIAM D
Form 4
October 29, 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)
10/28/2010

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 10/28/2010 | | M | V Amount (A) or (D) Price | \$ 17.45 60,197 | D | |
| Common Stock | 10/28/2010 | | S | V Amount (A) or (D) Price | \$ 52.7604 44,447 | D | |
| 401k Plan | 10/28/2010 | | J ⁽³⁾ | V Amount (A) or (D) Price | \$ 0 2,137 | I | 401(k) Plan |
| Common Stock | 10/28/2010 | | S | V Amount (A) or (D) Price | \$ 52.89 42,559 | D | |
| Common Stock/deferred | | | | | 3,532 | D | |

Compensation

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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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 | \$ 17.45 | 10/28/2010 | | M | 15,750 | (1) 05/17/2011 | Common Stock | 15,750 |
| Stock Option | \$ 20.27 | | | | | (4) 09/21/2011 | Common Stock | 19,980 |
| Stock Option | \$ 25.2867 | | | | | (5) 04/26/2012 | Common Stock | 9,600 |
| Stock Option | \$ 33.2667 | | | | | (6) 04/25/2013 | Common Stock | 9,061 |
| Stock Option | \$ 36.44 | | | | | (7) 04/23/2014 | Common Stock | 8,458 |
| Stock Option | \$ 48.6 | | | | | (8) 04/22/2015 | Common Stock | 9,463 |
| Stock Option | \$ 32.71 | | | | | (9) 04/22/2016 | Common Stock | 16,520 |
| Stock Option | \$ 44.07 | | | | | (10) 04/28/2017 | Common Stock | 11,638 |

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

10/29/2010

**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 installments beginning on May 18, 2005.
- (2) The shares were sold at prices ranging from \$52.58 to \$52.99 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 at each separate price.
- (3) Represents dividend reinvestment under the Company's 401(k) Plan.
- (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.
- (10) 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.

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