

Jones Timothy N  
 Form 4  
 February 08, 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 \*  
 Jones Timothy N

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)  
 02/07/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 PRESIDENT - ELECTROMECHANICAL

(Street)  
 BERWYN, PA 19312-1177

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/07/2011                           |  | S                              | V 2,500 D   | \$ 41.9864 67,361   | D  |   |
| Common Stock                    | 02/07/2011                           |  | G <sup>(2)</sup>               | V 3,600 D   | \$ 0 63,761   | D  |   |
| Common Stock                    | 02/07/2011                           |  | G <sup>(2)</sup>               | V 3,600 A   | \$ 0 3,600  | I  | By Sons   |
| Common Stock                    | 02/07/2011                           |  | G                              | V 1,240 D   | \$ 0 62,521   | D  |   |
| Common Stock/serp               |                                      |  |                                |   | 12,506  | D  |   |

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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. Price or Derivative Security (Instr. 3) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                           | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option                               | \$ 16.8578   |                                      |  |                                |   | <u>(3)</u>   |   | 04/26/2012                                 |                 | Common Stock | 15,120                     |
| Stock Option                               | \$ 22.1778   |                                      |  |                                |   | <u>(4)</u>   |   | 04/25/2013                                 |                 | Common Stock | 33,727                     |
| Stock Option                               | \$ 24.2933   |                                      |  |                                |   | <u>(5)</u>   |   | 04/23/2014                                 |                 | Common Stock | 30,000                     |
| Stock Option                               | \$ 32.4  |                                      |  |                                |   | <u>(6)</u>   |   | 04/22/2015                                 |                 | Common Stock | 29,895                     |
| Stock Option                               | \$ 21.8067   |                                      |  |                                |   | <u>(7)</u>   |   | 04/22/2016                                 |                 | Common Stock | 46,245                     |
| Stock Option                               | \$ 29.38   |                                      |  |                                |   | <u>(8)</u>   |   | 04/28/2017                                 |                 | Common Stock | 31,755                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Jones Timothy N<br>1100 CASSATT ROAD<br>P.O. BOX 1764<br>BERWYN, PA 19312-1177 |               |           | PRESIDENT -<br>ELECTROMECHANICAL |       |

## Signatures

/s/ Timothy N.  
Jones

02/08/2011

\_\_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 shares were sold at prices ranging from \$41.97 to \$41.991 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
  - (2) This transaction involved a gift of securities by this reporting person to his sons.
  - (3) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
  - (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.