

MANDOS ROBERT R

Form 4

April 26, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MANDOS ROBERT R

(Last) (First) (Middle)

1100 CASSATT ROAD, P.O. BOX
1764

(Street)

BERWYN, PA 19312-1177

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMETEK INC/ [AME]

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

04/25/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SENIOR VP - COMPTROLLER

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/25/2011		F(1)		1,121	D	\$ 46.18
401k Plan							
Common Stock/serp							

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

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information contained in this form are not
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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 Deriva Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.8578							<u>(2)</u>	04/26/2012	Common Stock	11,655
Stock Option	\$ 22.1778							<u>(3)</u>	04/25/2013	Common Stock	11,637
Stock Option	\$ 24.2933							<u>(4)</u>	04/23/2014	Common Stock	11,572
Stock Option	\$ 32.4							<u>(5)</u>	04/22/2015	Common Stock	14,194
Stock Option	\$ 21.8067							<u>(6)</u>	04/22/2016	Common Stock	27,027
Stock Option	\$ 29.38							<u>(7)</u>	04/28/2017	Common Stock	19,386

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MANDOS ROBERT R 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177	SENIOR VP - COMPTROLLER

Signatures

/s/ Robert R.
Mandos

04/26/2011

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) Represents withholding of shares to pay withholding taxes incurred with the 4-year cliff vesting of restricted stock issued on April 24, 2007.
- (2) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (3) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (4) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (5) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (7) 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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