Hardin John Wesley
Form 4
May 04, 2011

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hardin John Wesley

(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)
05/03/2011

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 below) _____ Other (specify below)
PRES. - ELECTRONIC INSTRUMENTS

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	05/03/2011		A(2)		6,410	A	$ 44.74	54,189	D	
401k Plan								322	I	401k Plan
Common Stock/serp								6,647	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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	$ 44.74	05/03/2011		A		17,310		(1)	05/02/2018	Common Stock	17,310	
Stock Option	$ 16.8578							(3)	04/26/2012	Common Stock	4,804	
Stock Option	$ 22.1778							(4)	04/25/2013	Common Stock	9,148	
Stock Option	$ 24.2933							(5)	04/23/2014	Common Stock	11,122	
Stock Option	$ 32.4							(6)	04/22/2015	Common Stock	14,568	
Stock Option	$ 21.8067							(7)	04/22/2016	Common Stock	44,640	
Stock Option	$ 29.38							(8)	04/28/2017	Common Stock	31,755	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardin John Wesley 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177			PRES. - ELECTRONIC INSTRUMENTS	

Signatures

/s/ John W. Hardin	05/04/2011
**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 stock options will become exercisable in four equal installments beginning on May 3, 2012.

(2) Constitutes restricted stock issued under the 2007 Omnibus Incentive Plan.

(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.
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