VARET ELIZEBETH R
Form 4
December 06, 2012

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 *
VARET ELIZEBETH R

(Last) (First) (Middle)

P.O. BOX 287440

(Street)

NEW YORK, NY 10128-7440

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	12/05/2012		S		2,000	D	$ 37.7314 (1)	132,140	D	
Common Stock								217,809	I	By Trust (2)
Common Stock								1,950	I	By Adult Child (3)
Common Stock								67,500	I	By Trust (4)
Common Stock								4,050	I	By Adult Child (5)

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. Price Derivat Securit (Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	$ 21.6							(6)	04/22/2015	Common Stock	8,167	
Stock Option	$ 14.5378							(7)	04/22/2016	Common Stock	8,820	
Stock Option	$ 19.5867							(8)	04/28/2017	Common Stock	7,582	
Stock Option	$ 29.8267							(9)	05/02/2018	Common Stock	4,050	
Stock Option	$ 34.0467							(10)	04/30/2019	Common Stock	4,725	
Stock Option	$ 30.74							(11)	07/25/2019	Common Stock	1,570	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARET ELIZEBETH R P.O. BOX 287440 NEW YORK, NY 10128-7440	X			

Signatures

/s/Amy M. Brown, attorney-in-fact for Ms. Varet	12/06/2012
**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 $37.71 to $37.75 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.
(2)	Held by trust of which the reporting person is a co-trustee or co-beneficiary.
(3)	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.
(4)	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.
(5)	The reporting person has a power of attorney over the securities. The reporting person disclaims beneficial ownership of these securities.
(6)	The stock options will become exercisable in four equal annual 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.
(9)	The stock options will become exercisable in four equal installments beginning on May 3, 2012.
(10)	The stock options will become exercisable in four equal installments beginning on May 1, 2013.
(11)	The stock options will become exercisable in four equal annual installments beginning on July 26, 2013.

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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