

MOLINELLI JOHN J
 Form 4
 April 26, 2011

FORM 4

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

OMB APPROVAL

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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 *
MOLINELLI JOHN J

(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
 Officer (give title below) ___ Other (specify below)

EXECUTIVE VP & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 04/25/2011 | | F ⁽¹⁾ | 5,781 D \$ 46.18 | 411,512 | D | |
| 401k Plan | | | | | 762 | I | 401k Plan |
| Common Stock/serp | | | | | 78,511 | D | |

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

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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 Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Option | \$ 13.5133 | | | | | (2) 09/21/2011 | Common Stock 55,530 | |
| Stock Option | \$ 16.8578 | | | | | (3) 04/26/2012 | Common Stock 41,805 | |
| Stock Option | \$ 22.1778 | | | | | (4) 04/25/2013 | Common Stock 41,985 | |
| Stock Option | \$ 24.2933 | | | | | (5) 04/23/2014 | Common Stock 46,125 | |
| Stock Option | \$ 32.4 | | | | | (6) 04/22/2015 | Common Stock 52,305 | |
| Stock Option | \$ 21.8067 | | | | | (7) 04/22/2016 | Common Stock 73,215 | |
| Stock Option | \$ 29.38 | | | | | (8) 04/28/2017 | Common Stock 51,360 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOLINELLI JOHN J 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177 | | | EXECUTIVE VP & CFO | |

Signatures

/s/ John J. Molinelli 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 September 22, 2005.
 - (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.