

Jones Timothy N
 Form 4
 April 27, 2010

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)
 37 NORTH VALLEY ROAD, BUILDING 4
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/26/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRESIDENT - ELECTROMECHANICAL

PAOLI, PA 19301-0801

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 or Disposed of (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)	Price				
				Code	V	Amount			
Common Stock	02/02/2010		G ⁽¹⁾	V	1,400	D	\$ 0 55,782	D	
Common Stock	02/02/2010		G ⁽¹⁾	V	1,400	A	\$ 0 5,775	I	By Sons
Common Stock	04/26/2010		F ⁽²⁾	D	1,973	D	\$ 43.25 53,809	D	
Common Stock/serp							6,986	D	

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 of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 17.45					<u>(3)</u>	05/17/2011	Common Stock	8,170
Stock Option	\$ 20.27					<u>(4)</u>	09/21/2011	Common Stock	20,565
Stock Option	\$ 25.2867					<u>(5)</u>	04/26/2012	Common Stock	10,080
Stock Option	\$ 33.2667					<u>(6)</u>	04/25/2013	Common Stock	22,485
Stock Option	\$ 36.44					<u>(7)</u>	04/23/2014	Common Stock	20,000
Stock Option	\$ 48.6					<u>(8)</u>	04/22/2015	Common Stock	19,930
Stock Option	\$ 32.71					<u>(9)</u>	04/22/2016	Common Stock	30,830

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Timothy N 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			PRESIDENT - ELECTROMECHANICAL	

Signatures

/s/ Timothy N.
Jones

04/27/2010

__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) This transaction involved a gift of securities by the reporting person to his sons, who share reporting person's household.
 - (2) Represents withholding of shares to pay withholding taxes incurred in connection with cliff vesting of restricted stock issued on April 26, 2006.
 - (3) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
 - (4) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
 - (5) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
 - (6) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
 - (7) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
 - (8) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
 - (9) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

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.