

VARET ELIZEBETH R  
 Form 4  
 February 11, 2011

**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 \*  
**VARET ELIZEBETH R**

(Last) (First) (Middle)

**AMERICAN SECURITIES GROUP  
 LLC, 220 EAST 42ND STREET,  
 SUITE 3105**

(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/10/2011**

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)

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)
Common Stock	02/10/2011		S	4,000 D	\$ 43.0621 (1) 109,257	D	
Common Stock	02/10/2011		S	2,000 D	\$ 44.0633 (2) 107,257	D	
Common Stock	02/10/2011		S	500 D	\$ 44.7 1,300	I	By Adult Child (3)
Common Stock	02/10/2011		S	4,000 D	\$ 43.0771 265,958	I	By Trust (4)

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						(5)				
Common Stock	02/10/2011	S	3,000	D	\$ 44.3541	262,958	I		By Trust	(4)
Common Stock	02/10/2011	S	3,000	D	\$ 44.4803	259,958	I		By Trust	(4)
Common Stock	02/10/2011	S	2,000	D	\$ 43.05	257,958	I		By Trust	(4)
Common Stock	02/10/2011	S	2,000	D	\$ 44.2501	255,958	I		By Trust	(4)
Common Stock	02/10/2011	S	4,000	D	\$ 43.0503	251,958	I		By Trust	(4)
Common Stock	02/10/2011	S	2,000	D	\$ 44.3666	249,958	I		By Trust	(4)
Common Stock						45,000	I		By Trust	(12)
Common Stock						2,700	I		By Adult Child	(13)

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. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Stock Option	\$ 16.8578	(14)	04/26/2012	Common Stock	5,850
Stock Option	\$ 22.1778	(15)	04/25/2013	Common Stock	5,467
Stock Option	\$ 24.2933	(16)	04/23/2014	Common Stock	6,360
Stock Option	\$ 32.4	(17)	04/22/2015	Common Stock	5,445
Stock Option	\$ 21.8067	(18)	04/22/2016	Common Stock	5,880
Stock Option	\$ 29.38	(19)	04/28/2017	Common Stock	5,055

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARET ELIZEBETH R AMERICAN SECURITIES GROUP LLC 220 EAST 42ND STREET, SUITE 3105 NEW YORK, NY 10017	X			

## Signatures

/s/Kathryn E. Sena, attorney-in-fact for Ms.  
Varet

02/11/2011

\_\_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 shares were sold at prices ranging from \$42.60 to \$43.5150 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) The shares were sold at prices ranging from \$44.06 to \$44.07 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.
- (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) Held by trust of which the reporting person is a co-trustee or co-beneficiary.
- (5) The shares were sold at prices ranging from \$42.60 to \$43.55 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.
- (6) The shares were sold at prices ranging from \$44.34 to \$44.39 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.
- (7) The shares were sold at prices ranging from \$43.90 to \$44.70 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.
- (8) The shares were sold at prices ranging from \$42.60 to \$43.50 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.

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- (9) The shares were sold at prices ranging from \$44.25 to \$44.2525 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.
- (10) The shares were sold at prices ranging from \$42.60 to \$43.5075 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.
- (11) The shares were sold at prices ranging from \$44.35 to \$44.3950 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.
- (12) 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.
- (13) The reporting person has a power of attorney over the securities. The reporting person disclaims beneficial ownership of these securities.
- (14) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (15) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (16) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (17) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
- (18) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (19) 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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