

Jones Timothy N
 Form 4
 February 01, 2012

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)
 1100 CASSATT ROAD, P.O. BOX 1764

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2012

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

(Street)

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

BERWYN, PA 19312-1177

(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 (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 or Price		
Common Stock	02/01/2012		M		15,120 A \$ 16.8578	71,045	D
Common Stock	02/01/2012		S		15,120 D \$ 47.5	55,925	D
Common Stock	02/01/2012		M		33,727 A \$ 22.1778	89,652	D
Common Stock	02/01/2012		S		33,727 D \$ 47.5	55,925	D
Common Stock	02/01/2012		M		23,122 A \$ 21.8067	79,047	D

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Common Stock	02/01/2012	S	23,122	D	\$ 47.5	55,925	D	
Common Stock						7,000	I	By Sons
Common Stock/serp						13,018	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)

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. Amount or Number of Shares
Stock Option	\$ 16.8578	02/01/2012		M	15,120	<u>(1)</u> 04/26/2012	Common Stock	15,120
Stock Option	\$ 22.1778	02/01/2012		M	33,727	<u>(2)</u> 04/25/2013	Common Stock	33,727
Stock Option	\$ 21.8067	02/01/2012		M	23,122	<u>(3)</u> 04/22/2016	Common Stock	23,122
Stock Option	\$ 24.2933					<u>(4)</u> 04/23/2014	Common Stock	30,000
Stock Option	\$ 32.4					<u>(5)</u> 04/22/2015	Common Stock	29,895
Stock Option	\$ 29.38					<u>(6)</u> 04/28/2017	Common Stock	31,755
Stock Option	\$ 44.74					<u>(7)</u> 05/02/2018	Common Stock	17,310

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Jones Timothy N
1100 CASSATT ROAD
P.O. BOX 1764
BERWYN, PA 19312-1177

PRESIDENT -
ELECTROMECHANICAL

Signatures

/s/ Timothy N. 02/01/2012
Jones

__Signature of Date
Reporting Person

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 April 27, 2006.
- (2) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (3) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (4) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (5) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (7) The stock options will become exercisable in four equal installments beginning on May 3, 2012.

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.