

Jones Timothy N
 Form 4
 January 03, 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 *
 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)
 12/31/2010

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock/serp | 12/31/2010 | | J ⁽¹⁾ | A | \$ 459 40.1747 | 10,939 ⁽⁸⁾ | D |
| Common Stock | | | | | 69,861 ⁽⁸⁾ | | 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 16.8578 | | | | | (2) | | 04/26/2012 | | Common Stock | 15,120 |
| Stock Option | \$ 22.1778 | | | | | (3) | | 04/25/2013 | | Common Stock | 33,727 |
| Stock Option | \$ 24.2933 | | | | | (4) | | 04/23/2014 | | Common Stock | 30,000 |
| Stock Option | \$ 32.4 | | | | | (5) | | 04/22/2015 | | Common Stock | 29,895 |
| Stock Option | \$ 21.8067 | | | | | (6) | | 04/22/2016 | | Common Stock | 46,245 |
| Stock Option | \$ 29.38 | | | | | (7) | | 04/28/2017 | | Common Stock | 31,755 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | 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. Jones
12/31/2010

**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) Allocated pursuant to the AMETEK, Inc. Supplemental Executive Retirement Plan under which shares are automatically distributed on a one-for-one basis upon the participant's retirement.
- (2) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (3) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (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 23, 2010.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (8) All balances in the "Amount of Securities Beneficially Owned Following Reported Transactions" column reflect a 3-for-2 stock split effective December 21, 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.