

MOLINELLI JOHN J
 Form 4
 April 25, 2012

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)
04/23/2012

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)
Common Stock	04/23/2012		F ⁽¹⁾	V Amount (D) Price \$ 4,934 D 48.36	417,288	D	
401k Plan					765	I	401k Plan
Common Stock/serp					81,773	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	\$ 22.1778					<u>(2)</u>	04/25/2013	Common Stock	41,985
Stock Option	\$ 24.2933					<u>(3)</u>	04/23/2014	Common Stock	46,125
Stock Option	\$ 32.4					<u>(4)</u>	04/22/2015	Common Stock	52,305
Stock Option	\$ 21.8067					<u>(5)</u>	04/22/2016	Common Stock	73,215
Stock Option	\$ 29.38					<u>(6)</u>	04/28/2017	Common Stock	51,360
Stock Option	\$ 44.74					<u>(7)</u>	05/02/2018	Common Stock	28,940

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
04/24/2012

**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 in connection with cliff vesting of restricted stock issued on April 23, 2008.
- (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 installments beginning on April 24, 2008.
- (4) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (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.

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