EGINTON WILLIAM D
Form 4
May 02, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 * EGINTON WILLIAM D	2. Issuer Name **and** Ticker or Trading Symbol **AMETEK INC/ [AME]**	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2012	(Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) SENIOR VP-CORP. DEVELOPMENT
1100 CASSATT ROAD, P.O. BOX 1764		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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	(A) or (D)	Price			
Common Stock	05/01/2012		A(2)		3,070	A	$ 51.07	60,140	D	
401k Plan								3,218	I	401(k) Plan
Common Stock/deferred Compensation								5,352	D	
Common Stock/serp								10,882	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	$ 51.07	05/01/2012		A		10,912		(1)	04/30/2019	Common Stock	10,912
Stock Option	$ 24.2933							(3)	04/23/2014	Common Stock	12,687
Stock Option	$ 32.4							(4)	04/22/2015	Common Stock	14,194
Stock Option	$ 21.8067							(5)	04/22/2016	Common Stock	24,780
Stock Option	$ 29.38							(6)	04/28/2017	Common Stock	17,457
Stock Option	$ 44.74							(7)	05/02/2018	Common Stock	9,732

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGINTON WILLIAM D 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177			SENIOR VP-CORP. DEVELOPMENT	

Signatures

/s/ William D. Eginton   05/02/2012

**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)   The stock options will become exercisable in four equal installments beginning on May 1, 2013.

(2)   Constitutes restricted stock issued under the 2007 Omnibus Incentive Plan.

(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.
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.