

MOLINELLI JOHN J
 Form 4
 November 24, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
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)
 11/24/2010

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/24/2010		M	39,375 A \$ 17.45	322,744	D	
Common Stock	11/24/2010		S	39,375 D \$ 57.0189	283,369	D	
401k Plan					507	I	401k Plan
Common Stock/serp					50,188	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	\$ 17.45	11/24/2010		M	39,375	<u>(1)</u> 05/17/2011	Common Stock	39,375
Stock Option	\$ 20.27					<u>(3)</u> 09/21/2011	Common Stock	37,020
Stock Option	\$ 25.2867					<u>(4)</u> 04/26/2012	Common Stock	27,870
Stock Option	\$ 33.2667					<u>(5)</u> 04/25/2013	Common Stock	27,990
Stock Option	\$ 36.44					<u>(6)</u> 04/23/2014	Common Stock	30,750
Stock Option	\$ 48.6					<u>(7)</u> 04/22/2015	Common Stock	34,870
Stock Option	\$ 32.71					<u>(8)</u> 04/22/2016	Common Stock	48,810
Stock Option	\$ 44.07					<u>(9)</u> 04/28/2017	Common Stock	34,240

Reporting Owners

Reporting Owner Name / Address

MOLINELLI JOHN J
1100 CASSATT ROAD
P.O. BOX 1764
BERWYN, PA 19312-1177

Relationships

Director 10% Owner Officer Other

EXECUTIVE VP & CFO

Signatures

/s/ John J.
Molinelli

11/24/2010

__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) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
- (2) The shares were sold at prices ranging from \$56.78 to \$57.55 per share. Upon request from the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide the number of shares sold at each separate price.
- (3) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- (4) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (5) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (6) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (7) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (8) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (9) 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.

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.