

MOLINELLI JOHN J
 Form 4
 June 30, 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 *
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)
06/30/2011

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	06/30/2011		M	V Amount (A) or (D)	\$ 13.5133 477,752	D	
Common Stock	06/30/2011		S	V Amount (A) or (D)	\$ 44.9045 422,222	D	
401k Plan					762	I	401k Plan
Common Stock/serp					78,511	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	\$ 13.5133	06/30/2011		M	55,530	<u>(1)</u> 09/21/2011	Common Stock	55,530
Stock Option	\$ 16.8578					<u>(3)</u> 04/26/2012	Common Stock	41,805
Stock Option	\$ 22.1778					<u>(4)</u> 04/25/2013	Common Stock	41,985
Stock Option	\$ 24.2933					<u>(5)</u> 04/23/2014	Common Stock	46,125
Stock Option	\$ 32.4					<u>(6)</u> 04/22/2015	Common Stock	52,305
Stock Option	\$ 21.8067					<u>(7)</u> 04/22/2016	Common Stock	73,215
Stock Option	\$ 29.38					<u>(8)</u> 04/28/2017	Common Stock	51,360
Stock Option	\$ 44.74					<u>(9)</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/Kathryn E. Sena, attorney-in-fact for Mr.
Molinelli

06/30/2011

__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 September 22, 2005.
- (2) The shares were sold at prices ranging from \$44.85 to \$45.005 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (3) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (4) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (5) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (6) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (8) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (9) 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.