

VARET ELIZEBETH R
Form 4
February 17, 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 *
VARET ELIZEBETH R

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)
1140 5TH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10128

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

(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)		
				(A) or (D)	Price				
Common Stock	02/16/2012		S	2,000	D	\$ 49.1851	159,207	I	By Trust (1)
Common Stock	02/16/2012		S	2,000	D	\$ 49.1813	157,207	I	By Trust (1)
Common Stock	02/16/2012		S	2,000	D	\$ 49.2006	155,207	I	By Trust (1)
Common Stock							102,257	D	

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Common Stock	1,300	I	By Adult Child ⁽⁵⁾
Common Stock	45,000	I	By Trust ⁽⁶⁾
Common Stock	2,700	I	By Adult Child ⁽⁷⁾

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.

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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. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 22.1778					⁽⁸⁾	04/25/2013	Common Stock	5,467
Stock Option	\$ 24.2933					⁽⁹⁾	04/23/2014	Common Stock	6,360
Stock Option	\$ 32.4					⁽¹⁰⁾	04/22/2015	Common Stock	5,445
Stock Option	\$ 21.8067					⁽¹¹⁾	04/22/2016	Common Stock	5,880
Stock Option	\$ 29.38					⁽¹²⁾	04/28/2017	Common Stock	5,055
Stock Option	\$ 44.74					⁽¹³⁾	05/02/2018	Common Stock	2,700

