

AMETEK INC/
Form 11-K
June 21, 2010

Table of Contents

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

FORM 11-K

(Mark One)

þ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

OR

o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-12981

THE AMETEK RETIREMENT AND SAVINGS PLAN

(Full title of the plan)

AMETEK, Inc.

37 North Valley Road, Building 4, P.O. Box 1764

Paoli, Pennsylvania 19301-0801

**(Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office)**

**The AMETEK Retirement and Savings Plan
Financial Statements and Supplemental Schedule
Years Ended December 31, 2009 and 2008
Contents**

| | |
|---|----|
| <u>Report of Independent Registered Public Accounting Firm</u> | 2 |
| Audited Financial Statements: | |
| <u>Statements of Assets Available for Benefits</u> | 3 |
| <u>Statements of Changes in Assets Available for Benefits</u> | 4 |
| <u>Notes to Financial Statements</u> | 5 |
| Supplemental Schedule: | |
| <u>Schedule H, Line 4i Schedule of Assets (Held at End of Year)</u> | 16 |
| <u>Signatures</u> | 17 |
| <u>Exhibit Index</u> | 18 |
| <u>EX-23</u> | |

Table of Contents

Report of Independent Registered Public Accounting Firm

Pension Investment Committee of the Board of Directors

The AMETEK Retirement and Savings Plan

We have audited the accompanying statements of assets available for benefits of The AMETEK Retirement and Savings Plan as of December 31, 2009 and 2008, and the related statements of changes in assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan at December 31, 2009 and 2008, and the changes in its assets available for benefits for the years then ended, in conformity with US generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2009, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
June 18, 2010

Table of Contents**The AMETEK Retirement and Savings Plan
Statements of Assets Available for Benefits**

| | December 31, | |
|--|-----------------------|----------------|
| | 2009 | 2008 |
| Assets: | | |
| Investments | \$ 382,241,522 | \$ 331,901,358 |
| Investment in the AMETEK, Inc. Master Trust | 35,851,489 | |
| Total investments, at fair value | 418,093,011 | 331,901,358 |
| Receivables: | | |
| Employer contributions | 188,270 | 332 |
| Participant contributions | 258,311 | 159 |
| Total receivables | 446,581 | 491 |
| Assets available for benefits, at fair value | 418,539,592 | 331,901,849 |
| Adjustment from fair value to contract value for Common Collective Trust | (2,065,260) | 1,125,597 |
| Assets available for benefits | \$ 416,474,332 | \$ 333,027,446 |

See accompanying notes.

Table of Contents

**The AMETEK Retirement and Savings Plan
Statements of Changes in Assets Available for Benefits**

| | Year Ended December 31, | |
|--|--------------------------------|----------------|
| | 2009 | 2008 |
| Additions, net of investment loss: | | |
| Contributions: | | |
| Employer | \$ 11,301,391 | \$ 12,050,416 |
| Participant | 19,982,672 | 20,839,319 |
| Participant rollovers and transfers from other plans | 2,250,710 | 6,137,035 |
| | 33,534,773 | 39,026,770 |
| Investment income (loss): | | |
| Net appreciation (depreciation) in fair value of investments | 46,122,001 | (113,994,106) |
| Interest and dividend income | 9,887,589 | 12,133,482 |
| Plan interest in the AMETEK, Inc. Master Trust | 6,782,324 | |
| | 62,791,914 | (101,860,624) |
| Plan mergers | 24,150,608 | 25,698,535 |
| Total additions, net of investment loss | 120,477,295 | (37,135,319) |
| Deductions: | | |
| Benefits paid to participants | (37,030,409) | (24,989,872) |
| Net increase (decrease) | 83,446,886 | (62,125,191) |
| Assets available for benefits: | | |
| Beginning of year | 333,027,446 | 395,152,637 |
| End of year | \$ 416,474,332 | \$ 333,027,446 |

See accompanying notes.

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

1. Description of the Plan**General**

The following description of The AMETEK Retirement and Savings Plan (the Plan) provides only summarized information. Participants should refer to the Plan document for a more complete description of the Plan's provisions, copies of which may be obtained from AMETEK, Inc. (AMETEK , the Company or the Plan Sponsor). The Plan is a tax-deferred 401(k) defined contribution savings plan, with a separate retirement feature described below. The Plan provides eligible employees of AMETEK and certain of its subsidiaries, an opportunity to invest a portion of their compensation, as defined by the Plan, in one or a combination of investment programs. See Note 3.

Participant Eligibility

Any employee, who is not specifically an ineligible employee as defined by the Plan, shall become a participant in the Plan as of the entry date that follows his or her date of hire by at least 31 days and is on or after the date on which the participant first attains age 18. Effective May 1, 2009, an employee, who is not specifically an ineligible employee as defined by the Plan, shall become a participant in the Plan upon his or her date of hire and is on or after the date on which the participant first attains age 18. See Note 8.

Plan Mergers

During 2009, the following net assets were transferred into the Plan (in millions):

| Effective Date | 401(k) Savings Plan | |
|-----------------------|------------------------------------|----------------|
| January 8, 2009 | NewAge Testing Instruments, Inc. | \$ 0.6 |
| March 10, 2009 | High Standard Aviation | 0.1 |
| March 27, 2009 | Southern Aeroparts, Inc. | 0.1 |
| May 6, 2009 | Xantrex Programmable | 13.5 |
| June 18, 2009 | Vision Research, Inc. | 3.6 |
| July 1, 2009 | NewAge Testing Instruments, Inc.* | 0.5 |
| September 22, 2009 | Motion Control Group, Inc. | 2.0 |
| October 6, 2009 | California Instruments Corporation | 3.8 |
| | | \$ 24.2 |

* Represents money purchase plan.

During 2008, the following net assets were transferred into the Plan (in millions):

| Effective Date | 401(k) Savings Plan | |
|-----------------------|---------------------------------|----------------|
| June 10, 2008 | Land Instruments | \$ 1.0 |
| July 11, 2008 | HCC Industries, Inc. | 21.4 |
| July 15, 2008 | Hamilton Precision Metals, Inc. | 2.5 |
| December 4, 2008 | CAMECA | 0.8 |
| | | \$ 25.7 |

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

1. Description of the Plan (continued)

Contributions

Each year, participants have an opportunity to invest up to 50% of their annual compensation, as defined by the Plan, in multiples of one percent, except for certain highly compensated participants who may be subject to certain regulatory limitations. Certain groups of participants have an opportunity to invest catch-up contributions up to 50% of their compensation. Participants may also contribute amounts representing rollovers from other qualified plans. Also in connection with business acquisitions by AMETEK, account balances from certain other plans may be transferred into the Plan. Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis. Effective May 1, 2009, an employee, who is not specifically an ineligible employee as defined by the Plan, shall become a participant in the Plan upon his or her date of hire on or after the date on which the participant first attains age 18. Such participants are automatically enrolled in the Plan at a rate of 3% of their compensation which is invested in the Vanguard Wellington Fund until the participant changes their elections.

Excluding participants merged under the AMETEK 401(k) Plan for Acquired Businesses (the Acquired Business Plan), the Plan provides for Company contributions equal to 33 1/3% of the first 6% of compensation contributed by each participant, to a maximum annual Company contribution of \$1,200 per participant. Also, the Plan provides for Company contributions to participants merged under the Acquired Business Plan, which vary by location and range from 25% to 100% of the amount contributed by each participant, up to a maximum percentage ranging from 2% to 8% of the participants compensation as determined by the Board of Directors for each business. Matching Company contributions are credited to participants accounts at the same time their contributed compensation is invested and are allocated in the same manner as that of the participant s elections. However, the Company may make its matching contribution payment to the Plan at any time prior to the due date prescribed by law for filing the Company s federal income tax return for that Plan year.

The Plan has a retirement feature for eligible salaried and hourly employees of AMETEK. The Company makes contributions to the Plan on behalf of such employees equal to a specified percentage of their compensation earned based upon each participant s age and years of service, up to predetermined limits. Employee contributions under the retirement feature of the Plan are not permitted. Investment programs and transfer and exchange privileges available under the retirement feature are the same as for the savings feature under the Plan.

Forfeited Company contributions from the retirement feature were \$1.0 million in 2009 and insignificant in 2008, and are used to reduce future employer retirement contributions or to pay Plan administrative expenses.

Participant Accounts

Each participant s account is credited with the participant s contributions and allocations of (a) the Company s contributions and (b) Plan net earnings. Allocations are based on participant earnings and/or account balances, as defined. The benefit to which a participant is entitled is the balance in the participant s vested account.

Vesting

Participants are fully vested at all times in participant contributions and employer matching contributions. Employer retirement contributions and related earnings and employer incentive retirement contributions and related earnings are fully vested after three years of service.

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

1. Description of the Plan (continued)

Participant Loans

Participants may borrow a minimum of \$1,000 or up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Participants may have up to two loans outstanding at any time, although only one loan may be for a primary residence, the sum of which may not exceed the maximum allowable under the Plan. Repayment terms of the loans are generally limited to no longer than 60 months from inception or for a reasonable period of time in excess of 60 months for the purchase of a principal residence, as fixed by the Company's Pension Investment Committee. The loans are secured by the balance in the participant's account and bear interest at rates established by the Company's Pension Investment Committee which approximate rates charged by commercial lending institutions for comparable loans. Interest rates on loans outstanding at December 31, 2009 and 2008 ranged between 4.25% and 10.50% and between 4.25% and 11.00%, respectively.

Principal and interest is paid ratably through payroll deductions. Participant loans outstanding at December 31, 2009 and 2008 totaled \$9,918,379 and \$9,036,604, respectively, and are included in investments in the accompanying statements of assets available for benefits.

Payment of Benefits

On termination of service, death, disability or retirement, a participant may receive a lump-sum amount equal to his or her vested account. Participants who terminate after attaining retirement age or on account of disability may elect to receive installment payments up to a 15 year period but subject to certain restrictions based on life expectancy. When a participant attains age 59½ while still an employee, he or she can elect to withdraw a specified portion of his or her vested account balance without incurring an income tax penalty. Also, in certain cases of financial hardship, a participant may elect to withdraw up to a specified portion of his or her vested account balance, regardless of age.

Administrative Expenses

The expenses of administering the Plan are payable from the trust funds, unless the Company elects to pay such expenses. From inception of the Plan to the present, the Company has elected to pay such expenses directly.

Plan Termination

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time subject to the provisions of ERISA and applicable labor agreements. In the event of Plan termination, each participant's account would become fully vested and each participant will receive the value of his or her separate vested account.

2. Summary of Significant Accounting Policies

Basis of Financial Statements and Presentation Format

The accompanying financial statements have been prepared on the accrual basis of accounting, if applicable, except for the non-accrual of a liability for amounts owed to withdrawing participants, which are reflected in plan equity in accordance with U.S. generally accepted accounting principles (GAAP). At December 31, 2009, there were no outstanding liabilities for amounts owed to withdrawing participants. At December 31, 2008, \$9,611 was owed to withdrawing participants.

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

2. Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates and assumptions.

Master Trust

Effective April 1, 2009, AMETEK has entered into the AMETEK, Inc. Master Trust (Master Trust) agreement with the Vanguard Fiduciary Trust Company (Trustee). Under the Master Trust agreement, the AMETEK Stock Fund of certain employee savings plans of AMETEK are combined. Participating plans purchase units of participation in the AMETEK Stock Fund based on their contribution to such fund along with income that the fund may earn, less distributions made to the plans participants. See Note 3.

The Plan s interest in the assets of the Master Trust was 99% at December 31, 2009. The value of the assets held by the Master Trust at December 31, 2009 was \$36,130,454.

A summary of the investment income for the assets held by the Master Trust for the period April 1, 2009 to December 31, 2009 was as follows:

| | |
|--|--------------|
| Net appreciation in fair value of investment | \$ 6,721,141 |
| Interest and dividend income on investment | 113,957 |
| Total investment income | \$ 6,835,098 |

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market fluctuation and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants account balances and the amounts reported in the statements of assets available for benefits.

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. See Note 4.

Investments in shares of registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year end. Money market and short-term investments are carried at the fair value established by the issuer and/or the trustee. The AMETEK Stock Fund is valued at its year end unit closing price. Life Insurance Contracts are carried at the cash surrender value of such policies at year end. The participant loans are valued at their outstanding book values, which approximates fair value.

The Plan invests in investment contracts through a common collective trust (Vanguard Retirement Savings Trust). The statements of assets available for benefits present the fair value of the Vanguard Retirement Savings Trust and the adjustment from fair value to contract value. The fair value of the Plan's interest in the Vanguard Retirement Savings Trust is based on information reported by the issuer of the common collective trust at year end. The contract value of the Vanguard Retirement Savings Trust represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of investments are reflected on trade dates. Realized gains and losses on sales of investments are based on the average cost of such investments. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned.

The net appreciation or depreciation of investments represents the sum of the change in the difference between year end market value and the cost of investments, and the difference between the proceeds received and the cost of investments sold during the year.

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

3. Investment Programs

At December 31, 2009 and 2008, the Vanguard Fiduciary Trust Company was the Trustee and a party-in-interest to the Plan.

A participant may direct contributions (up to certain specified limits) in any of the following investment options:

AMETEK Stock Fund

Vanguard Retirement Savings Trust

Registered investment companies:

Vanguard Total Bond Market Index Fund

Vanguard LifeStrategy Funds

Vanguard Wellington Fund

Vanguard Windsor II Fund*

Vanguard PRIMECAP Fund*

Vanguard Small-Cap Index Fund*

Vanguard 500 Index Fund*

Vanguard Prime Money Market

Artio International Equity Fund

BlackRock Small Cap Fund*

Keeley Small Cap Value*

* Represents
Domestic
Equities Level 1
investments.
See Note 4.

Participants may change their investment options or transfer existing account balances to other investment options daily.

The fair values of individual investments that represent five percent or more of the Plan's assets are as follows:

| | December 31, | |
|--|---------------------|--------------|
| | 2009 | 2008 |
| Vanguard Retirement Savings Trust (stated at contract value) | \$93,450,688 | \$87,255,596 |
| Vanguard Wellington Fund | 41,311,334 | 28,024,828 |
| Vanguard PRIMECAP Fund | 39,866,873 | 29,676,497 |
| Vanguard 500 Index Fund | 38,339,355 | 29,999,221 |

| | | |
|--|-------------------|------------|
| Vanguard Total Bond Market Index Fund | 27,757,721 | 22,623,756 |
| Vanguard Windsor II Fund | 26,935,463 | 21,404,551 |
| Vanguard LifeStrategy Moderate Growth Fund | 26,718,442 | 20,746,479 |
| Vanguard LifeStrategy Growth Fund* | 20,034,693 | |
| AMETEK Stock Fund** | | 29,814,612 |

* At
December 31,
2008, this
investment
represented less
than five
percent of the
fair value of the
Plan's assets.

** At
December 31,
2009, this
investment was
held by the
Master Trust.

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought, sold, as well as, held during the year) appreciated (depreciated) in value, as follows:

| | December 31, | |
|---------------------------------|----------------------|-------------------------|
| | 2009 | 2008 |
| Common stock | \$ 987,706 | \$ (16,439,321) |
| Registered investment companies | 45,134,295 | (97,554,785) |
| | \$ 46,122,001 | \$ (113,994,106) |

Table of Contents

The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009

4. Fair Value Measurements

The Plan utilizes a valuation hierarchy for disclosure of the inputs to the valuations used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Plan's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The AMETEK Stock Fund held by the Master Trust is considered a level 2 investment within the fair value hierarchy. The following tables sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

| | December 31, 2009 | | | |
|---|--------------------------|----------------------|----------------------|-----------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Vanguard Prime Money Market | \$ 144,756 | \$ | \$ | \$ 144,756 |
| Vanguard Total Bond Market Index Fund | 27,757,721 | | | 27,757,721 |
| Vanguard LifeStrategy Funds* | 58,209,288 | | | 58,209,288 |
| Vanguard Wellington Fund** | 41,311,334 | | | 41,311,334 |
| Mutual Funds – Domestic Equities | 131,996,834 | | | 131,996,834 |
| Artio International Equity Fund | 17,180,485 | | | 17,180,485 |
| Vanguard Retirement Savings Trust | | 95,515,948 | | 95,515,948 |
| Genworth Life and Annuity Insurance Company | | | 206,777 | 206,777 |
| Participant Loans | | | 9,918,379 | 9,918,379 |
| Total Assets at Fair Value | \$ 276,600,418 | \$ 95,515,948 | \$ 10,125,156 | \$ 382,241,522 |

| | December 31, 2008 | | | |
|--|--------------------------|-----------------------|---------------------|-----------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered Investment Company – Mutual Funds | \$ 206,671,521 | \$ | \$ | \$ 206,671,521 |
| Vanguard Retirement Savings Trust | | 86,129,999 | | 86,129,999 |
| AMETEK Stock Fund | | 29,814,612 | | 29,814,612 |
| Genworth Life and Annuity Insurance Company | | | 248,622 | 248,622 |
| Participant Loans | | | 9,036,604 | 9,036,604 |
| Total Assets at Fair Value | \$ 206,671,521 | \$ 115,944,611 | \$ 9,285,226 | \$ 331,901,358 |

* This category includes investments in highly diversified

funds designed to remain appropriate for investors in terms of risk throughout a variety of life circumstances.

These registered investment company funds share a common goal of first growing and then later preserving principal and contain a mix of primarily U.S. and international stocks, plus U.S. Treasury and corporate bonds. There are currently no redemption restrictions on these investments.

** This category includes registered investment company funds that are designed to try and outperform market returns with moderate movements in share values through a mix of primarily fairly large, well-known U.S. stocks and U.S. Treasury bonds. There are currently no

redemption
restrictions on
these
investments.

Table of Contents

The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009

4. Fair Value Measurements (continued)

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2009 and 2008:

| | AMETEK Life Insurance Fund | Participant Loan Fund |
|---|---|----------------------------------|
| Balance, January 1, 2008 | \$ 255,136 | \$ 8,399,006 |
| Unrealized gains relating to instruments still held at the reporting date | 9 | |
| Purchases, sales, issuances and settlements, net | (6,523) | 637,598 |
| Balance, December 31, 2008 | 248,622 | 9,036,604 |
| Unrealized gains relating to instruments still held at the reporting date | 2 | |
| Purchases, sales, issuances and settlements, net | (41,847) | 881,775 |
| Balance, December 31, 2009 | \$ 206,777 | \$ 9,918,379 |

5. Insurance Contracts

Some employee contributions are presently used to maintain previously purchased life insurance policies underwritten by Genworth Life and Annuity First Company of Lynchburg, Virginia. Commissions paid on Insurance Contracts are charged directly against the participants' insurance accounts. This fund continues to be closed to new participants.

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated September 26, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. On January 29, 2010, the Plan Sponsor submitted an application to the IRS for a new determination letter in accordance with the Code's five-year remedial amendment cycle requirement and a response is pending. The Plan Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan is qualified and the related trust is tax-exempt.

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

7. Differences Between Financial Statements and Form 5500

The following is a reconciliation of assets available for benefits per the financial statements to the Plan's Form 5500:

| | December 31, 2009 | 2008 |
|--|------------------------------|----------------|
| Assets available for benefits per the financial statements | \$ 416,474,332 | \$ 333,027,446 |
| Deemed distributions outstanding related to the current year | (9) | (5,000) |
| Deemed distributions outstanding related to the prior year | (1,635) | |
| Amounts owed to withdrawing participants | | (9,611) |
| Adjustment from contract value to fair value for Common Collective Trust | 2,065,260 | (1,125,597) |
| Assets available for benefits per Form 5500 | \$ 418,537,948 | \$ 331,887,238 |

The following is a reconciliation of benefits paid to participants per the financial statements to the Plan's Form 5500 for the year ended December 31, 2009:

| | |
|--|-----------------|
| Deductions per the financial statements | \$ (37,030,409) |
| Less: Deemed distributions at December 31, 2009 | (1,644) |
| Add: Deemed distributions at December 31, 2008 | 5,000 |
| Add: Amounts owed to withdrawing participants at December 31, 2008 | 9,611 |
| Other, net | (23,985) |
| Total expenses per Form 5500 | \$ (37,041,427) |

The following is a reconciliation of total additions per the financial statements to total income per the Plan's Form 5500 for the year ended December 31, 2009:

| | |
|---|----------------|
| Total additions per the financial statements | \$ 120,477,295 |
| Add: Adjustment from contract value to fair value for Common Collective Trust at December 31, 2009 | 2,065,260 |
| Less: Adjustment from contract value to fair value for Common Collective Trust at December 31, 2008 | 1,125,597 |
| Other, net | 23,985 |
| Total income and transfers of assets per Form 5500 | \$ 123,692,137 |

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

8. Plan Amendments

Effective May 1, 2009, the Plan was amended such that an employee, who is not specifically an ineligible employee as defined by the Plan, shall become a participant in the Plan upon his or her date of hire and is on or after the date on which the participant first attains age 18. Such participants are automatically enrolled in the Plan at a rate of 3% of their compensation which is invested in the Vanguard Wellington Fund until the participant changes their elections. Participants automatically enrolled in the Plan may revoke their participation as defined by the Plan.

Effective January 1, 2009, the Plan was amended to allow discretionary employer contributions as determined by the Board of Directors under appropriate circumstances. Discretionary employer contributions are intended to compensate participants for fees incurred in connection with Plan mergers of acquired businesses. Discretionary employer contributions made in 2009 were not significant.

During 2009 and 2008, the Plan was amended to designate certain U.S. employees of the following acquired businesses as participating employees in the Plan:

| Effective Date | Acquired Business |
|-----------------------|------------------------------------|
| February 16, 2009 | High Standard Aviation |
| December 22, 2008 | Drake Air |
| December 15, 2008 | California Instruments Corporation |
| December 15, 2008 | Vision Research, Inc. |
| December 15, 2008 | Xantrex Programmable |
| April 28, 2008 | Reading Alloys, Inc. |
| March 17, 2008 | NewAge Testing Instruments, Inc. |
| March 17, 2008 | Motion Control Group, Inc. |
| January 4, 2008 | HCC Industries, Inc. |

During 2009 and 2008, the Plan was amended to merge the net assets of certain U.S. participants from the following acquired businesses 401(k) plans into the Plan:

| Effective Date | Acquired Business |
|-----------------------|-----------------------------------|
| October 6, 2009 | California Instruments |
| September 22, 2009 | Motion Control Group |
| July 1, 2009 | NewAge Testing Instruments, Inc.* |
| June 18, 2009 | Vision Research |
| May 6, 2009 | Xantrex Programmable |
| March 27, 2009 | Southern Aeroparts, Inc. |
| January 8, 2009 | NewAge Testing Instruments, Inc. |
| December 4, 2008 | CAMECA |
| July 15, 2008 | Hamilton Precision Metals, Inc. |
| July 11, 2008 | HCC Industries, Inc. |
| June 10, 2008 | Land Instruments |

* Represents money purchase plan.

Table of Contents

**The AMETEK Retirement and Savings Plan
Notes to Financial Statements
December 31, 2009**

9. Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair value Measurements and Disclosures* (ASU 2010-06). ASU 2010-06 provides amendments that clarify existing disclosures and require new disclosures related to fair value measurements providing greater disaggregated information on each class of assets and liabilities and more robust disclosures on transfers between levels 1 and 2 and activity in level 3 fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about activity in level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The Plan is currently evaluating the impact of adopting ASU 2010-06 on our fair value measurement disclosures.

In September 2009, the FASB issued ASU 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 amended Accounting Standards Codification (ASC) 820 to allow entities to use net asset value per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. ASC 2009-12 was effective for interim and annual periods ending after December 15, 2009. The adoption of ASC 2009-12 did not have a material impact on the Plan's financial statements. See Note 4.

In April 2009, the FASB issued ASC 820-10-65-4, *Transition Related to FASB Staff Position FAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (ASC 820-10-65-4). ASC 820-10-65-4 amends ASC 820, and provides additional guidance for estimating fair value in accordance with ASC 820 when the volume and level of activity for the asset or liability have significantly decreased and also includes guidance on identifying circumstances that indicate a transaction is not orderly for fair value measurements. ASC 820-10-65-4 is applied prospectively with retrospective application not permitted. ASC 820-10-65-4 was effective for interim and annual periods ending after June 15, 2009. The adoption of ASC 820-10-65-4 did not have a material impact on the Plan's financial statements. See Note 4.

Table of Contents

The AMETEK Retirement and Savings Plan
EIN 14 1682544 Plan #078
Schedule H, Line 4i Schedule of Assets (Held at End of Year)
December 31, 2009

| Identity of issue, borrower, lessor or similar party | Description of investment, including maturity date, rate of interest, collateral, par, or maturity value | Current Value |
|---|---|----------------------|
| Vanguard Retirement Savings Trust* | Common/Collective Trust | \$ 95,515,948 |
| Vanguard Total Bond Market Index Fund* | Registered Investment Company | 27,757,721 |
| Vanguard LifeStrategy Conservative Growth Fund* | Registered Investment Company | 11,456,153 |
| Vanguard LifeStrategy Growth Fund* | Registered Investment Company | 20,034,693 |
| Vanguard LifeStrategy Moderate Growth Fund* | Registered Investment Company | 26,718,442 |
| Vanguard Wellington Fund* | Registered Investment Company | 41,311,334 |
| Vanguard Windsor II Fund* | Registered Investment Company | 26,935,463 |
| Vanguard PRIMECAP Fund* | Registered Investment Company | 39,866,873 |
| Vanguard Small-Cap Index Fund* | Registered Investment Company | 9,882,297 |
| Vanguard 500 Index Fund* | Registered Investment Company | 38,339,355 |
| Vanguard Prime Money Market * | Registered Investment Company | 144,756 |
| Artio International Equity Fund* | Registered Investment Company | 17,180,485 |
| BlackRock Small Cap Fund* | Registered Investment Company | 12,590,320 |
| Keeley Small Cap Value* | Registered Investment Company | 4,382,526 |
| Genworth Life and Annuity Insurance Company* | Life Insurance Policies | 206,777 |
| Participant Loans* | Interest rates ranging from 4.25% to 10.50% | 9,918,379 |
| | | \$ 382,241,522 |

* Indicates
party in interest
to the Plan.

Historical cost column is not included as all investments are participant directed.

Table of Contents

Signatures

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Members of the Pension Investment Committee have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

The AMETEK Retirement and Savings Plan
(Name of Plan)

Date: June 18, 2010

By: /s/ John J. Molinelli
John J. Molinelli
Member, Pension Investment
Committee

17

Table of Contents

Exhibit Index

| Exhibit Number | Description |
|---------------------------|--|
| 23 | Consent of Independent Registered Public Accounting Firm 18 |