SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
EGINTON WILLIAM D	AMETEK INC/ [AME]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last) (First) (Middle)

37 NORTH VALLEY ROAD

BUILDING 4

(Street)

PAOLI   PA   19301-0801

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2009

4. If Amendment, Date of Original Filed (Month/Day/Year)

SENIOR VP-CORP. DEVELOPMENT

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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/serp	01/28/2009		J(1)		683	A	$30.845	5,294	D	
401k Plan	01/28/2009		J(2)		4	A	$0	2,129	I	401(k) Plan
Common Stock								35,656	D	
Common Stock/deferred Compensation								3,509	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	$17.45							05/18/2005	05/17/2011	Common Stock	15,750		15,750	D	
Stock Option	$20.27							09/22/2005	09/21/2011	Common Stock	19,980		19,980	D	
Stock Option	$25.2867							04/27/2006	04/26/2012	Common Stock	9,600		9,600	D	
Stock Option	$33.2667							04/26/2007	04/25/2013	Common Stock	9,061		9,061	D	
Stock Option	$36.44							04/24/2008	04/23/2014	Common Stock	8,458		8,458	D	
Stock Option	$48.6							04/23/2009	04/22/2015	Common Stock	9,463		9,463	D	

Explanation of Responses:

1. Allocated pursuant to the AMETEK, Inc. Supplemental Executive Retirement Plan under which shares are automatically distributed on a one-for-one basis upon the participant's retirement.

2. Represents dividend reinvestment under the Company's 401(k) Plan.

/s/ William D. Eginton   01/28/2009

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.