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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 1-12981

AMETEK, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**14-1682544** (I.R.S. Employer Identification No.)
1100 Cassatt Road **Berwyn, Pennsylvania** (Address of principal executive offices)	**19312-1177** (Zip Code)

Registrant's telephone number, including area code: **(610) 647-2121**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant's common stock outstanding as of the latest practicable date was: Common Stock, $0.01 Par Value, outstanding at October 25, 2013 was 244,753,755 shares.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

AMETEK, Inc.
Consolidated Statement of Income
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net sales	**$890,006**	$839,373	**$2,651,668**	$2,492,423
Operating expenses:				
Cost of sales, excluding depreciation	**572,125**	541,454	**1,713,797**	1,609,490
Selling, general and administrative	**98,969**	96,021	**291,489**	286,703
Depreciation	**14,226**	13,734	**41,848**	40,312
Total operating expenses	**685,320**	651,209	**2,047,134**	1,936,505
Operating income	**204,686**	188,164	**604,534**	555,918
Other expenses:				
Interest expense	**(18,243)**	(18,958)	**(54,720)**	(56,638)
Other, net	**(6,291)**	(3,518)	**(11,482)**	(7,606)
Income before income taxes	**180,152**	165,688	**538,332**	491,674
Provision for income taxes	**52,288**	50,291	**157,001**	152,440
Net income	**$127,864**	$115,397	**$ 381,331**	$ 339,234
Basic earnings per share	**$ 0.52**	$ 0.48	**$ 1.56**	$ 1.41
Diluted earnings per share	**$ 0.52**	$ 0.47	**$ 1.55**	$ 1.39
Weighted average common shares outstanding:				
Basic shares	**244,049**	242,138	**243,667**	241,164
Diluted shares	**245,930**	244,229	**245,815**	243,552
Dividends declared and paid per share	**$ 0.06**	$ 0.06	**$ 0.18**	$ 0.16

See accompanying notes.

AMETEK, Inc.
Consolidated Statement of Comprehensive Income
(In thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Total comprehensive income	**$171,760**	$135,062	**$401,737**	$355,212

See accompanying notes.

AMETEK, Inc.
Consolidated Balance Sheet
(In thousands)

	September 30, 2013 (Unaudited)	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 254,878**	$ 157,984
Receivables, less allowance for possible losses	**532,092**	507,850
Inventories	**449,133**	428,935
Deferred income taxes	**39,757**	33,301
Other current assets	**32,697**	36,673
Total current assets	**1,308,557**	1,164,743
Property, plant and equipment, net	**383,594**	383,483
Goodwill	**2,300,466**	2,208,239
Other intangibles, net of accumulated amortization	**1,342,935**	1,309,727
Investments and other assets	**125,670**	123,864
Total assets	**$ 5,461,222**	$5,190,056
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	**$ 164,926**	$ 320,654
Accounts payable	**330,801**	321,183
Income taxes payable	**28,278**	40,598
Accrued liabilities	**208,216**	197,534
Total current liabilities	**732,221**	879,969
Long-term debt	**1,135,164**	1,133,121
Deferred income taxes	**498,494**	482,852
Other long-term liabilities	**161,115**	158,963
Total liabilities	**2,526,994**	2,654,905
Stockholders' equity:		
Common stock	**2,577**	2,565
Capital in excess of par value	**433,612**	387,871
Retained earnings	**2,844,992**	2,507,419
Accumulated other comprehensive loss	**(130,924)**	(151,330)
Treasury stock	**(216,029)**	(211,374)
Total stockholders' equity	**2,934,228**	2,535,151
Total liabilities and stockholders' equity	**$ 5,461,222**	$5,190,056

See accompanying notes.

AMETEK, Inc.
Condensed Consolidated Statement of Cash Flows
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2013	**2012**
Cash provided by (used for):		
Operating activities:		
Net income	**$ 381,331**	$ 339,234
Adjustments to reconcile net income to total operating activities:		
Depreciation and amortization	**86,941**	77,845
Deferred income taxes	**(1,656)**	(1,414)
Share-based compensation expense	**16,526**	14,575
Gain on sale of facility	**(11,590)**	—
Net change in assets and liabilities, net of acquisitions	**(13,732)**	(8,242)
Pension contribution and other	**(6,713)**	(2,824)
Total operating activities	**451,107**	419,174
Investing activities:		
Additions to property, plant and equipment	**(37,147)**	(33,256)
Purchases of businesses, net of cash acquired	**(163,978)**	(497,785)
Proceeds from sale of facility	**12,799**	—
Other	**4,837**	649
Total investing activities	**(183,489)**	(530,392)
Financing activities:		
Net change in short-term borrowings	**(155,208)**	101,818
Additional long-term borrowings	**872**	—
Reduction in long-term borrowings	**(486)**	(978)
Repurchases of common stock	**(8,452)**	(3,899)
Cash dividends paid	**(43,759)**	(38,556)
Excess tax benefits from share-based payments	**12,861**	12,319
Proceeds from employee stock plans	**19,489**	30,739
Total financing activities	**(174,683)**	101,443
Effect of exchange rate changes on cash and cash equivalents	**3,959**	2,234
Increase (decrease) in cash and cash equivalents	**96,894**	(7,541)
Cash and cash equivalents:		
As of January 1	**157,984**	170,392
As of September 30	**$ 254,878**	$ 162,851

See accompanying notes.

AMETEK, Inc.
Notes to Consolidated Financial Statements
September 30, 2013
(Unaudited)

1. Basis of Presentation

The accompanying consolidated financial statements are unaudited. AMETEK, Inc. (the "Company") believes that all adjustments (which primarily consist of normal recurring accruals) necessary for a fair presentation of the consolidated financial position of the Company at September 30, 2013, and the consolidated results of its operations for the three and nine months ended September 30, 2013 and 2012 and its cash flows for the nine months ended September 30, 2013 and 2012 have been included. Quarterly results of operations are not necessarily indicative of results for the full year. The accompanying financial statements should be read in conjunction with the financial statements and related notes presented in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the Securities and Exchange Commission.

2. Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2012-02, *Testing Indefinite-Lived Intangible Assets for Impairment* ("ASU 2012-02"). The amendments in ASU 2012-02, similar to the amendments of ASU No. 2011-08, *Testing Goodwill for Impairment*, permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is impaired, as a basis for determining whether it is necessary to perform the quantitative impairment test described in FASB Accounting Standards Codification Topic 350, *Intangibles – Goodwill and Other*. ASU 2012-02 was effective on January 1, 2013 for the Company and the adoption did not have a significant impact on the Company's consolidated results of operations, financial position or cash flows.

In February 2013, the FASB issued ASU No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* ("ASU 2013-02"). ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. generally accepted accounting principles ("GAAP") to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. ASU 2013-02 was effective on January 1, 2013 for the Company. See Note 4 for the Company's disclosure reflecting these requirements.

In March 2013, the FASB issued ASU No. 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity* ("ASU 2013-05"). ASU 2013-05 provides guidance for the treatment of the cumulative translation adjustment when an entity ceases to hold a controlling financial interest in a subsidiary or group of assets within a foreign entity. ASU 2013-05 is effective for interim and annual reporting periods beginning after December 15, 2013. The Company is currently evaluating the impact of adopting ASU 2013-05 on the Company's consolidated results of operations, financial position or cash flows.

In July 2013, the FASB issued ASU No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* ("ASU 2013-11"). ASU 2013-11 provides guidance for the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. ASU 2013-11 is effective for interim and annual reporting periods beginning after December 15, 2013, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2013-11 on the Company's financial statement presentation.

AMETEK, Inc.
Notes to Consolidated Financial Statements
September 30, 2013
(Unaudited)

3. Earnings Per Share

The calculation of basic earnings per share is based on the weighted average number of common shares considered outstanding during the periods. The calculation of diluted earnings per share reflects the effect of all potentially dilutive securities (principally outstanding stock options and restricted stock grants). The number of weighted average shares used in the calculation of basic earnings per share and diluted earnings per share was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Weighted average shares:				
Basic shares	**244,049**	242,138	**243,667**	241,164
Equity-based compensation plans	**1,881**	2,091	**2,148**	2,388
Diluted shares	**245,930**	244,229	**245,815**	243,552

4. Accumulated Other Comprehensive Income (Loss)

The components of accumulated other comprehensive income (loss) consisted of the following for the three months ended September 30, 2013:

	Foreign Currency Items and Other	Defined Benefit Pension Plans	Total
		(In thousands)	
Balance at June 30, 2013	$(59,418)	$(115,402)	$(174,820)
Other comprehensive income (loss) before reclassifications:			
Translation adjustments	**24,755**	**—**	**24,755**
Net investment hedges	**8,752**	**—**	**8,752**
Change in long-term intercompany notes	**11,234**	**—**	**11,234**
Gross amounts reclassified from accumulated other comprehensive income (loss)	**—**	**3,411**	**3,411**
Income tax (expense) benefit	**(3,063)**	**(1,193)**	**(4,256)**
Other comprehensive income (loss), net of tax	**41,678**	**2,218**	**43,896**
Balance at September 30, 2013	**$(17,740)**	**$(113,184)**	**$(130,924)**

The components of accumulated other comprehensive income (loss) consisted of the following for the nine months ended September 30, 2013:

	Foreign Currency Items and Other	Defined Benefit Pension Plans	Total
		(In thousands)	
Balance at December 31, 2012	$(31,492)	$(119,838)	$(151,330)
Other comprehensive income (loss) before reclassifications:			
Translation adjustments	**3,388**	**—**	**3,388**
Net investment hedges	**927**	**—**	**927**
Change in long-term intercompany notes	**9,761**	**—**	**9,761**
Gross amounts reclassified from accumulated other comprehensive income (loss)	**—**	**10,233**	**10,233**
Income tax benefit (expense)	**(324)**	**(3,579)**	**(3,903)**
Other comprehensive (loss) income, net of tax	**13,752**	**6,654**	**20,406**
Balance at September 30, 2013	**$(17,740)**	**$(113,184)**	**$(130,924)**

Reclassifications for the amortization of defined benefit pension plans are included in Cost of sales, excluding depreciation in the consolidated statement of income. See Note 12 for further details.

AMETEK, Inc.
Notes to Consolidated Financial Statements
September 30, 2013
(Unaudited)

5. Fair Value Measurements

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.

The Company 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 Company'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 following table provides the Company's assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2013 and December 31, 2012, consistent with the fair value hierarchy:

	Asset (Liability)	
	September 30, 2013 Fair Value	December 31, 2012 Fair Value
	(In thousands)	
Fixed-income investments	**$ 8,129**	$ 8,316

The fair value of fixed-income investments was based on quoted market prices, which are valued as level 1 investments. The fixed-income investments are shown as a component of long-term assets on the consolidated balance sheet.

For the nine months ended September 30, 2013, gains and losses on the investments noted above were not significant. No transfers between level 1 and level 2 investments occurred during the nine months ended September 30, 2013.

Financial Instruments

Cash, cash equivalents, marketable securities and fixed-income investments are recorded at fair value at September 30, 2013 and December 31, 2012 in the accompanying consolidated balance sheet.

The following table provides the estimated fair values of the Company's financial instruments, for which fair value is measured for disclosure purposes only, compared to the recorded amounts at September 30, 2013 and December 31, 2012:

	Asset (Liability)			
	September 30, 2013		December 31, 2012	
	Recorded Amount	Fair Value	Recorded Amount	Fair Value
	(In thousands)			
Short-term borrowings	**$ (160,000)**	**$ (160,000)**	$ (313,473)	$ (313,473)
Long-term debt (including current portion)	**(1,140,090)**	**(1,287,679)**	(1,140,302)	(1,341,886)

The fair value of short-term borrowings approximates the carrying value. Short-term borrowings are valued as level 2 investments as they are corroborated by observable market data. The Company's long-term debt is all privately held with no public market for this debt, therefore, the fair value of long-term debt was computed based on comparable current market data for similar debt instruments and are considered level 3 investments.

Forward Contracts

At September 30, 2013, the Company had a 8.8 million Euro forward contract outstanding. For the three and nine months ended September 30, 2013, realized losses on foreign currency forward contracts were not significant. For the three and nine months ended September 30, 2013, unrealized losses on forward contracts were not significant. At December 31, 2012, the Company had a 9.9 million Euro forward contract outstanding. The Company has not designated its foreign currency forward contracts as hedges.

AMETEK, Inc.
Notes to Consolidated Financial Statements
September 30, 2013
(Unaudited)

6. Hedging Activities

The Company has designated certain foreign-currency-denominated long-term borrowings as hedges of the net investment in certain foreign operations. As of September 30, 2013, these net investment hedges included British-pound- and Euro-denominated long-term debt. These borrowings were designed to create net investment hedges in each of the designated foreign subsidiaries. The Company designated the British-pound- and Euro-denominated loans referred to above as hedging instruments to offset translation gains or losses on the net investment due to changes in the British pound and Euro exchange rates. These net investment hedges are evidenced by management's contemporaneous documentation supporting the hedge designation. Any gain or loss on the hedging instrument (the debt) following hedge designation is reported in accumulated other comprehensive income in the same manner as the translation adjustment on the investment based on changes in the spot rate, which is used to measure hedge effectiveness.

At September 30, 2013, the Company had $194.1 million of British-pound-denominated loans, which were designated as a hedge against the net investment in British pound functional currency foreign subsidiaries. At September 30, 2013, the Company had a $67.7 million Euro-denominated loan, which was designated as a hedge against the net investment in Euro functional currency foreign subsidiaries. As a result of these British-pound- and Euro-denominated loans being designated and 100% effective as net investment hedges, $0.9 million of currency remeasurement losses have been included in the foreign currency translation component of other comprehensive income for the nine months ended September 30, 2013.

7. Inventories

	September 30, 2013	December 31, 2012
	(In thousands)	
Finished goods and parts	**$ 72,876**	$ 62,723
Work in process	**88,052**	83,522
Raw materials and purchased parts	**288,205**	282,690
Total inventories	**$ 449,133**	$ 428,935

8. Acquisitions

The Company spent $164.0 million in cash, net of cash acquired, to acquire Controls Southeast ("CSI") in August 2013. CSI is a leader in custom-engineered, thermal management solutions used to maintain temperature control of liquid and gas in a broad range of demanding industrial process applications. CSI is part of AMETEK's Electronic Instruments Group.

The following table represents the preliminary allocation of the aggregate purchase price for the net assets of the above acquisition based on the estimated fair value at acquisition (in millions):

Property, plant and equipment	**$ 4.7**
Goodwill	**90.4**
Other intangible assets	**69.5**
Deferred income taxes	**(17.6)**
Net working capital and other*	**17.0**
Total purchase price	**$164.0**

* Includes $9.5 million in accounts receivable, whose fair value, contractual cash flows and expected cash flows are approximately equal.

The amount allocated to goodwill is reflective of the benefits the Company expects to realize from the acquisition as CSI broadens AMETEK's position in the process and analytical instrumentations markets. The Company expects approximately $18.5 million of the goodwill recorded in connection with the CSI acquisition will be tax deductible in future years.

AMETEK, Inc.
Notes to Consolidated Financial Statements
September 30, 2013
(Unaudited)

The Company is in the process of finalizing the measurement of certain intangible assets for its CSI acquisition, as well as deferred taxes associated with its CSI acquisition and the fourth quarter 2012 acquisitions of Micro-Poise Measurement Systems, Aero Components International, Avtech Avionics and Instruments and Sunpower, Inc.

At September 30, 2013, purchase price allocated to other intangible assets of $69.5 million consists of $13.0 million of indefinite-lived intangible trademarks and trade names, which are not subject to amortization. The remaining $56.5 million of other intangible assets consist of $47.2 million of customer relationships, which are being amortized over a period of 20 years and $9.3 million of purchased technology, which is being amortized over a period of 15 years. Amortization expense for each of the next five years for the CSI acquisition listed above is expected to approximate $3.2 million per year.

The CSI acquisition had an immaterial impact on reported net sales, net income and diluted earnings per share for the three and nine months ended September 30, 2013. Had the CSI acquisition been made at the beginning of 2013 or 2012, unaudited pro forma net sales, net income and diluted earnings per share for the three and nine months ended September 30, 2013 and 2012, respectively, would not have been materially different than the amounts reported. Pro forma results are not necessarily indicative of the results that would have occurred if the acquisition had been completed at the beginning of 2013 or 2012.

Acquisitions Subsequent to September 30, 2013

In October 2013, the Company acquired Creaform, Inc., a leading developer and manufacturer of innovative portable 3D measurement technologies and a provider of 3D engineering services. Creaform was acquired for approximately 125 million Canadian dollars (approximately $120 million) and has estimated annual sales of approximately $52 million. Creaform broadens AMETEK's position in the process and analytical instrumentations markets and will join AMETEK's Electronic Instruments Group.

9. Goodwill

The changes in the carrying amounts of goodwill by segment were as follows:

	Electronic Instruments Group	Electro-mechanical Group	Total
		(In millions)	
Balance at December 31, 2012	$ 1,215.0	$ 993.2	$2,208.2
Goodwill acquired	**90.4**	**—**	**90.4**
Purchase price allocation adjustments and other	**(4.6)**	**(1.3)**	**(5.9)**
Foreign currency translation adjustments	**3.3**	**4.5**	**7.8**
Balance at September 30, 2013	**$ 1,304.1**	**$ 996.4**	**$2,300.5**

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10. Income Taxes

At September 30, 2013, the Company had gross unrecognized tax benefits of $43.5 million, of which $41.0 million, if recognized, would impact the effective tax rate.

The following is a reconciliation of the liability for uncertain tax positions (in millions):

Balance at December 31, 2012	$36.2
Additions for tax positions	**13.4**
Reductions for tax positions	**(6.1)**
Balance at September 30, 2013	**$43.5**

The Company recognizes interest and penalties accrued related to uncertain tax positions in income tax expense. The amounts recognized in income tax expense for interest and penalties during the three and nine months ended September 30, 2013 and 2012 were not significant.

11. Share-Based Compensation

The fair value of each stock option grant is estimated on the date of grant using a Black-Scholes-Merton option pricing model. The following weighted average assumptions were used in the Black-Scholes-Merton model to estimate the fair values of stock options granted during the periods indicated:

	Nine Months Ended September 30, 2013	Year Ended December 31, 2012
Expected volatility	**28.1%**	28.4%
Expected term (years)	**5.0**	5.1
Risk-free interest rate	**0.75%**	0.84%
Expected dividend yield	**0.57%**	0.47%
Black-Scholes-Merton fair value per stock option granted	**$ 10.17**	$ 8.54

Expected volatility is based on the historical volatility of the Company's stock. The Company used historical exercise data to estimate the stock options' expected term, which represents the period of time that the stock options granted are expected to be outstanding. Management anticipates that the future stock option holding periods will be similar to the historical stock option holding periods. The risk-free interest rate for periods within the contractual life of the stock option is based on the U.S. Treasury yield curve at the time of grant. Compensation expense recognized for all share-based awards is net of estimated forfeitures. The Company's estimated forfeiture rates are based on its historical experience.

Total share-based compensation expense was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Stock option expense	**$ 2,946**	$ 2,256	**$ 8,005**	$ 7,248
Restricted stock expense	**2,072**	2,106	**8,521**	7,327
Total pre-tax expense	**5,018**	4,362	**16,526**	14,575
Related tax benefit	**(1,657)**	(1,399)	**(5,390)**	(4,957)
Reduction of net income	**$ 3,361**	$ 2,963	**$11,136**	$ 9,618

Pre-tax share-based compensation expense is included in the consolidated statement of income in either Cost of sales, excluding depreciation or Selling, general and administrative expenses, depending on where the recipient's cash compensation is reported.

AMETEK, Inc.
Notes to Consolidated Financial Statements
September 30, 2013
(Unaudited)

The following is a summary of the Company's stock option activity and related information:

	Shares (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In millions)
Outstanding at December 31, 2012	6,840	$ 22.39		
Granted	**1,270**	**41.75**		
Exercised	**(1,203)**	**17.53**		
Forfeited	**(170)**	**32.28**		
Outstanding at September 30, 2013	**6,737**	**$ 26.66**	**4.2**	**$ 130.4**
Exercisable at September 30, 2013	**3,844**	**$ 20.47**	**3.1**	**$ 98.2**

The aggregate intrinsic value of stock options exercised during the nine months ended September 30, 2013 was $31.5 million. The total fair value of stock options vested during the nine months ended September 30, 2013 was $8.2 million. As of September 30, 2013, there was approximately $17.8 million of expected future pre-tax compensation expense related to the 2.9 million nonvested stock options outstanding, which is expected to be recognized over a weighted average period of less than two years.

Restricted stock grants are subject to accelerated vesting due to certain events, including doubling of the grant price of the Company's common stock as of the close of business during any five consecutive trading days. On January 25, 2013, 488,235 shares of restricted stock, which were granted on April 29, 2010, and 26,298 shares of restricted stock, which were granted on July 29, 2010, vested under this accelerated vesting provision. The pre-tax charge to income due to the accelerated vesting of these shares was $2.7 million ($1.9 million net after-tax charge) for the nine months ended September 30, 2013.

The following is a summary of the Company's nonvested restricted stock activity and related information:

	Shares (In thousands)	Weighted Average Grant Date Fair Value
Nonvested restricted stock outstanding at December 31, 2012	1,252	$ 26.71
Granted	**347**	**41.75**
Vested	**(577)**	**20.88**
Forfeited	**(85)**	**30.71**
Nonvested restricted stock outstanding at September 30, 2013	**937**	**$ 35.50**

The total fair value of restricted stock that vested during the nine months ended September 30, 2013 was $12.1 million. As of September 30, 2013, there was approximately $23.3 million of expected future pre-tax compensation expense related to the 0.9 million nonvested restricted shares outstanding, which is expected to be recognized over a weighted average period of approximately two years.

AMETEK, Inc.
Notes to Consolidated Financial Statements
September 30 , 2013
(Unaudited)

12. Retirement and Pension Plans

The components of net periodic pension benefit expense (income) were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Defined benefit plans:				
Service cost	**$ 1,462**	$ 1,568	**$ 4,724**	$ 4,110
Interest cost	**6,393**	7,096	**19,441**	20,645
Expected return on plan assets	**(11,219)**	(10,867)	**(33,677)**	(32,242)
Amortization of net actuarial loss and other	**3,176**	2,852	**9,998**	8,556
Pension (income) expense	**(188)**	649	**486**	1,069
Other plans:				
Defined contribution plans	**4,280**	4,153	**13,842**	13,850
Foreign plans and other	**1,282**	1,112	**3,837**	3,437
Total other plans	**5,562**	5,265	**17,679**	17,287
Total net pension expense	**$ 5,374**	$ 5,914	**$ 18,165**	$ 18,356

For the nine months ended September 30, 2013 and 2012, contributions to the Company's defined benefit pension plans were not significant.

13. Product Warranties

The Company provides limited warranties in connection with the sale of its products. The warranty periods for products sold vary widely among the Company's operations, but for the most part do not exceed one year. The Company calculates its warranty expense provision based on past warranty experience and adjustments are made periodically to reflect actual warranty expenses.

Changes in the accrued product warranty obligation were as follows:

	Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Balance at the beginning of the period	$27,792	$22,466
Accruals for warranties issued during the period	**5,064**	8,381
Settlements made during the period	**(7,238)**	(7,201)
Warranty accruals related to acquired businesses and other during the period	**255**	3,381
Balance at the end of the period	**$25,873**	$27,027

Certain settlements of warranties made during the period were for specific nonrecurring warranty obligations. Product warranty obligations are reported as current liabilities in the consolidated balance sheet.

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14. Contingencies

Asbestos Litigation

The Company (including its subsidiaries) has been named as a defendant, along with many other companies, in a number of asbestos-related lawsuits. Many of these lawsuits either relate to businesses which were acquired by the Company and do not involve products which were manufactured or sold by the Company or relate to previously owned businesses of the Company which are under new ownership. In connection with many of these lawsuits, the sellers or new owners of such businesses, as the case may be, have agreed to indemnify the Company against these claims (the “Indemnified Claims”). The Indemnified Claims have been tendered to, and are being defended by, such sellers and new owners. These sellers and new owners have met their obligations, in all respects, and the Company does not have any reason to believe such parties would fail to fulfill their obligations in the future; however, one of these companies filed for bankruptcy liquidation in 2007. To date, no judgments have been rendered against the Company as a result of any asbestos-related lawsuit. The Company believes it has strong defenses to the claims being asserted and intends to continue to vigorously defend itself in these matters.

Environmental Matters

Certain historic processes in the manufacture of products have resulted in environmentally hazardous waste by-products as defined by federal and state laws and regulations. At September 30, 2013, the Company is named a Potentially Responsible Party (“PRP”) at 14 non-AMETEK-owned former waste disposal or treatment sites (the “non-owned” sites). The Company is identified as a “de minimis” party in 13 of these sites based on the low volume of waste attributed to the Company relative to the amounts attributed to other named PRPs. In nine of these sites, the Company has reached a tentative agreement on the cost of the de minimis settlement to satisfy its obligation and is awaiting executed agreements. The tentatively agreed-to settlement amounts are fully reserved. In the other four sites, the Company is continuing to investigate the accuracy of the alleged volume attributed to the Company as estimated by the parties primarily responsible for remedial activity at the sites to establish an appropriate settlement amount. At the remaining site where the Company is a non-de minimis PRP, the Company is participating in the investigation and/or related required remediation as part of a PRP Group and reserves have been established sufficient to satisfy the Company’s expected obligations. The Company historically has resolved these issues within established reserve levels and reasonably expects this result will continue. In addition to these non-owned sites, the Company has an ongoing practice of providing reserves for probable remediation activities at certain of its current or previously owned manufacturing locations (the “owned” sites). For claims and proceedings against the Company with respect to other environmental matters, reserves are established once the Company has determined that a loss is probable and estimable. This estimate is refined as the Company moves through the various stages of investigation, risk assessment, feasibility study and corrective action processes. In certain instances, the Company has developed a range of estimates for such costs and has recorded a liability based on the low end of the range. It is reasonably possible that the actual cost of remediation of the individual sites could vary from the current estimates and the amounts accrued in the consolidated financial statements; however, the amounts of such variances are not expected to result in a material change to the consolidated financial statements. In estimating the Company’s liability for remediation, the Company also considers the likely proportionate share of the anticipated remediation expense and the ability of the other PRPs to fulfill their obligations.

Total environmental reserves at September 30, 2013 and December 31, 2012 were $21.5 million and $23.6 million, respectively, for both non-owned and owned sites. For the nine months ended September 30, 2013, the Company recorded $0.8 million in reserves. Additionally, the Company spent $2.9 million on environmental matters for the nine months ended September 30, 2013. The Company’s reserves for environmental liabilities at September 30, 2013 and December 31, 2012 include reserves of $13.4 million and $14.7 million, respectively, for an owned site acquired in connection with the 2005 acquisition of HCC Industries (“HCC”). The Company is the designated performing party for the performance of remedial activities for one of several operating units making up a Superfund site in the San Gabriel Valley of California. The Company has obtained indemnifications and other financial assurances from the former owners of HCC related to the costs of the required remedial activities. At September 30, 2013, the Company had $11.2 million in receivables related to HCC for probable recoveries from third-party escrow funds and other committed third-party funds to support the required remediation. Also, the Company is indemnified by HCC’s former owners for approximately $19.0 million of additional costs.

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The Company has agreements with other former owners of certain of its acquired businesses, as well as new owners of previously owned businesses. Under certain of the agreements, the former or new owners retained, or assumed and agreed to indemnify the Company against, certain environmental and other liabilities under certain circumstances. The Company and some of these other parties also carry insurance coverage for some environmental matters. To date, these parties have met their obligations in all material respects.

The Company believes it has established reserves which are sufficient to perform all known responsibilities under existing claims and consent orders. The Company has no reason to believe that other third parties would fail to perform their obligations in the future. In the opinion of management, based upon presently available information and past experience related to such matters, an adequate provision for probable costs has been made and the ultimate cost resulting from these actions is not expected to materially affect the consolidated results of operations, financial position or cash flows of the Company.

15. Reportable Segments

The Company has two reportable segments, Electronic Instruments Group ("EIG") and Electromechanical Group ("EMG"). The Company identifies its operating segments for segment reporting purposes primarily on the basis of product type, production processes, distribution methods and management organizations.

At September 30, 2013, there were no significant changes in identifiable assets of reportable segments from the amounts disclosed at December 31, 2012, other than those described in the acquisitions footnote (Note 8), nor were there any significant changes in the basis of segmentation or in the measurement of segment operating results. Operating information relating to the Company's reportable segments for the three and nine months ended September 30, 2013 and 2012 can be found in the table included in Part I, Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Quarterly Report on Form 10-Q.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

The following table sets forth net sales and income by reportable segment and on a consolidated basis:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Net sales(1):				
Electronic Instruments	**$499,847**	$457,074	**$1,467,687**	$1,378,010
Electromechanical	**390,159**	382,299	**1,183,981**	1,114,413
Consolidated net sales	**$890,006**	$839,373	**$2,651,668**	$2,492,423
Operating income and income before income taxes:				
Segment operating income(2):				
Electronic Instruments	**$138,934**	$121,579	**$ 400,255**	$ 362,255
Electromechanical	**77,480**	77,324	**238,874**	226,961
Total segment operating income	**216,414**	198,903	**639,129**	589,216
Corporate administrative and other expenses	**(11,728)**	(10,739)	**(34,595)**	(33,298)
Consolidated operating income	**204,686**	188,164	**604,534**	555,918
Interest and other expenses, net	**(24,534)**	(22,476)	**(66,202)**	(64,244)
Consolidated income before income taxes	**$180,152**	$165,688	**$ 538,332**	$ 491,674

(1) After elimination of intra- and intersegment sales, which are not significant in amount.
(2) Segment operating income represents net sales less all direct costs and expenses (including certain administrative and other expenses) applicable to each segment, but does not include interest expense.

Results of operations for the third quarter of 2013 compared with the third quarter of 2012

For the quarter ended September 30, 2013, the Company established records for sales and operating income. The Company achieved these results primarily through contributions from the acquisitions of Controls Southeast ("CSI") in August 2013 and Micro-Poise Measurement Systems ("Micro-Poise") in October 2012, as well as our Operational Excellence initiatives. Also, in the third quarter of 2013, the Company recognized an $11.6 million gain on the sale of a facility that was largely offset by incremental growth investments in the businesses and higher acquisition-related expenses. The full year impact of the 2013 and 2012 acquisitions and our continued focus on and implementation of Operational Excellence initiatives are expected to have a positive impact on the remainder of our 2013 results.

Net sales for the third quarter of 2013 were $890.0 million, an increase of $50.6 million or 6.0%, compared with net sales of $839.4 million for the third quarter of 2012. The increase in net sales for the third quarter of 2013 was attributable to the impact of the acquisitions mentioned above and internal sales growth of approximately 1%. Foreign currency translation was flat quarter over quarter.

Total international sales for the third quarter of 2013 were $482.2 million or 54.2% of net sales, an increase of $44.4 million or 10.1%, compared with international sales of $437.8 million or 52.2% of net sales for the third quarter of 2012. The $44.4 million increase in international sales resulted primarily from the recent acquisitions noted above, and includes the effect of foreign currency translation. Both reportable segments of the Company maintain strong international sales presences in Europe and Asia.

New orders for the third quarter of 2013 were $937.1 million, an increase of $136.9 million or 17.1%, compared with $800.2 million for the third quarter of 2012. For the third quarter of 2013, internal order growth was approximately 7%, excluding a 2% favorable effect of foreign currency translation, driven by the differentiated businesses of both Electronic Instruments Group ("EIG") and Electromechanical Group's ("EMG"), with 2013 and 2012 acquisitions accounting for the remainder of the increase. As a result, the Company's backlog of unfilled orders was a record at September 30, 2013 of $1,170.5 million, an increase of $58.2 million or 5.2%, compared with $1,112.3 million at December 31, 2012.

Results of Operations (continued)

Segment operating income for the third quarter of 2013 was $216.4 million, an increase of $17.5 million or 8.8%, compared with segment operating income of $198.9 million for the third quarter of 2012. Segment operating income, as a percentage of net sales, increased to 24.3% for the third quarter of 2013, compared with 23.7% for the third quarter of 2012. The increase in segment operating income and segment operating margins resulted primarily from an $11.6 million gain on the sale of a facility that was partially offset by incremental growth investments in the businesses.

Selling, general and administrative ("SG&A") expenses for the third quarter of 2013 were $99.0 million, an increase of $3.0 million or 3.1%, compared with $96.0 million for the third quarter of 2012. As a percentage of net sales, SG&A expenses were 11.1% for the third quarter of 2013, compared with 11.4% for the third quarter of 2012. Selling expenses increased $2.0 million or 2.3% for the third quarter of 2013 primarily driven by the increase in net sales noted above. Selling expenses, as a percentage of net sales, decreased to 9.8% for the third quarter of 2013, compared with 10.2% for the third quarter of 2012. Base business selling expenses decreased approximately 1% for the third quarter of 2013, primarily due to cost containment initiatives.

Corporate administrative expenses for the third quarter of 2013 were $11.6 million, an increase of $0.9 million or 8.4%, compared with $10.7 million for the third quarter of 2012. As a percentage of net sales, corporate administrative expenses were 1.3% for both the third quarter of 2013 and 2012.

Consolidated operating income was $204.7 million or 23.0% of net sales for the third quarter of 2013, an increase of $16.5 million or 8.8%, compared with $188.2 million or 22.4% of net sales for the third quarter of 2012.

Other expenses, net were $6.3 million for the third quarter of 2013, an increase of $2.8 million, compared with $3.5 million for the third quarter of 2012. The increase was primarily driven by higher acquisition-related expenses.

The effective tax rate for the third quarter of 2013 was 29.0%, compared with 30.4% for the third quarter of 2012. The effective tax rate for the third quarter of 2013 reflects the higher proportion of foreign earnings, which are taxed at lower rates. The effective tax rate for 2013 and 2012 includes the impact of the ongoing benefits obtained from international tax planning initiatives including benefits from foreign tax credits.

Net income for the third quarter of 2013 was $127.9 million, an increase of $12.5 million or 10.8%, compared with $115.4 million for the third quarter of 2012. Diluted earnings per share for the third quarter of 2013 were $0.52, an increase of $0.05 or 10.6%, compared with $0.47 per diluted share for the third quarter of 2012.

Results of Operations (continued)

Segment Results

EIG's net sales totaled $499.8 million for the third quarter of 2013, an increase of $42.7 million or 9.3%, compared with $457.1 million for the third quarter of 2012. The net sales increase was driven by the acquisitions of CSI and Micro-Poise and internal sales growth of approximately 1%. Foreign currency translation was flat quarter over quarter.

EIG's operating income was $138.9 million for the third quarter of 2013, an increase of $17.3 million or 14.2%, compared with $121.6 million for the third quarter of 2012. EIG's operating margins were 27.8% of net sales for the third quarter of 2013, compared with 26.6% of net sales for the third quarter of 2012. EIG's increase in operating margins was primarily due to a $11.6 million gain on the sale of a facility, partially offset by incremental growth investments in the businesses.

EMG's net sales totaled $390.2 million for the third quarter of 2013, an increase of $7.9 million or 2.1%, compared with $382.3 million for the third quarter of 2012. The net sales increase was due to internal sales growth of approximately 1% driven by EMG's floorcare and specialty motors businesses and a favorable 1% effect of foreign currency translation.

EMG's operating income was $77.5 million for the third quarter of 2013, essentially flat compared with $77.3 million for the third quarter of 2012. EMG's operating margins were 19.9% of net sales for the third quarter of 2013, compared with 20.2% of net sales for the third quarter of 2012 as strength in EMG's floorcare and specialty motors businesses was offset by weaker performance in EMG's differentiated businesses.

Results of Operations (continued)

Results of operations for the first nine months of 2013 compared with the first nine months of 2012

Net sales for the first nine months of 2013 were $2,651.7 million, an increase of $159.3 million or 6.4%, compared with net sales of $2,492.4 million for the first nine months of 2012. The increase in net sales for the first nine months of 2013 was attributable to the impact of the acquisitions of CSI in August 2013, Micro-Poise in October 2012 and Dunkermotoren GmbH in May 2012. Internal sales growth and foreign currency translation were flat period over period.

Total international sales for the first nine months of 2013 were $1,441.4 million or 54.4% of net sales, an increase of $174.8 million or 13.8%, compared with international sales of $1,266.6 million or 50.8% of net sales for the first nine months of 2012. The $174.8 million increase in international sales resulted primarily from the acquisitions of Dunkermotoren and Micro-Poise, and includes the effect of foreign currency translation. Both reportable segments of the Company maintain strong international sales presences in Europe and Asia.

New orders for the first nine months of 2013 were $2,710.0 million, an increase of $130.6 million or 5.1%, compared with $2,579.4 million for the first nine months of 2012. The increase in orders was primarily attributable to 2013 and 2012 acquisitions and internal order growth of approximately 1%. As a result, the Company's backlog of unfilled orders was a record at September 30, 2013 of $1,170.5 million, an increase of $58.2 million or 5.2%, compared with $1,112.3 million at December 31, 2012.

Segment operating income for the first nine months of 2013 was $639.1 million, an increase of $49.9 million or 8.5%, compared with segment operating income of $589.2 million for the first nine months of 2012. The increase in segment operating income resulted primarily from the acquisitions mentioned above, as well as the benefits of the Company's lower cost structure through Operational Excellence initiatives. Segment operating income, as a percentage of net sales, increased to 24.1% for the first nine months of 2013, compared with 23.6% for the first nine months of 2012. The increase in segment operating margins resulted primarily from the benefits of the Company's lower cost structure through Operational Excellence initiatives.

SG&A expenses for the first nine months of 2013 were $291.5 million, an increase of $4.8 million or 1.7%, compared with $286.7 million for the first nine months of 2012. As a percentage of net sales, SG&A expenses were 11.0% for the first nine months of 2013, compared with 11.5% for the first nine months of 2012. Selling expenses increased $3.5 million or 1.4% for the first nine months of 2013 primarily driven by the increase in net sales noted above. Selling expenses, as a percentage of net sales, decreased to 9.7% for the first nine months of 2013, compared with 10.2% for the first nine months of 2012. Base business selling expenses decreased approximately 4% for the first nine months of 2013, primarily due to cost containment initiatives.

Corporate administrative expenses for the first nine months of 2013 were $34.3 million, an increase of $1.2 million or 3.6%, compared with $33.1 million for the first nine months of 2012. As a percentage of net sales, corporate administrative expenses were 1.3% for both the first nine months of 2013 and 2012.

Consolidated operating income was $604.5 million or 22.8% of net sales for the first nine months of 2013, an increase of $48.6 million or 8.7%, compared with $555.9 million or 22.3% of net sales for the first nine months of 2012.

Interest expense was $54.7 million for the first nine months of 2013, a decrease of $1.9 million or 3.4%, compared with $56.6 million for the first nine months of 2012. The decrease was due to lower borrowings under revolving credit facilities.

Other expenses, net were $11.5 million for the first nine months of 2013, an increase of $3.9 million, compared with $7.6 million for the first nine months of 2012. The increase was primarily driven by higher acquisition-related expenses.

Results of Operations (continued)

The effective tax rate for the first nine months of 2013 was 29.2%, compared with 31.0% for the first nine months of 2012. The effective tax rate for 2013 included the impact of the retroactive extension of the U.S. research and development tax credit, as well as reflects the higher proportion of foreign earnings, which are taxed at lower rates. The effective tax rate for 2013 and 2012 includes the impact of the ongoing benefits obtained from international tax planning initiatives including benefits from foreign tax credits.

Net income for the first nine months of 2013 was $381.3 million, an increase of $42.1 million or 12.4%, compared with $339.2 million for the first nine months of 2012. Diluted earnings per share for the first nine months of 2013 were $1.55, an increase of $0.16 or 11.5%, compared with $1.39 per diluted share for the first nine months of 2012.

Segment Results

EIG's net sales totaled $1,467.7 million for the first nine months of 2013, an increase of $89.7 million or 6.5%, compared with $1,378.0 million for the first nine months of 2012. The net sales increase was driven by the acquisitions of CSI and Micro-Poise. Internal sales growth and foreign currency translation were flat period over period.

EIG's operating income was $400.3 million for the first nine months of 2013, an increase of $38.0 million or 10.5%, compared with $362.3 million for the first nine months of 2012. EIG's operating margins were 27.3% of net sales for the first nine months of 2013, compared with 26.3% of net sales for the first nine months of 2012. EIG's increase in operating margins was primarily due to a third quarter of 2013 $11.6 million gain on the sale of a facility, partially offset by incremental growth investments in the businesses recorded in the third quarter of 2013.

EMG's net sales totaled $1,184.0 million for the first nine months of 2013, an increase of $69.6 million or 6.2%, compared with $1,114.4 million for the first nine months of 2012. The net sales increase was driven by the acquisition of Dunkermotoren. Internal sales growth and foreign currency translation were flat period over period.

EMG's operating income was $238.9 million for the first nine months of 2013, an increase of $11.9 million or 5.2%, compared with $227.0 million for the first nine months of 2012. EMG's increase in operating income was primarily due to higher sales mentioned above. EMG's operating margins were 20.2% of net sales for the first nine months of 2013, compared with 20.4% of net sales for the first nine months of 2012. EMG's decrease in operating margins was driven by weaker performance in its differentiated businesses, including the impact of the Dunkermotoren acquisition, which has a lower operating margin than the Group's base businesses.

Financial Condition

Liquidity and Capital Resources

Cash provided by operating activities totaled $451.1 million for the first nine months of 2013, an increase of $31.9 million or 7.6%, compared with $419.2 million for the first nine months of 2012. The increase in cash provided by operating activities was primarily due to the $42.1 million increase in net income. Free cash flow (cash flow provided by operating activities less capital expenditures) was $414.0 million for the first nine months of 2013, compared with $385.9 million for the first nine months of 2012. EBITDA (earnings before interest, income taxes, depreciation and amortization) was $679.5 million for the first nine months of 2013, compared with $625.7 million for the first nine months of 2012. Free cash flow and EBITDA are presented because the Company is aware that they are measures used by third parties in evaluating the Company.

Cash used for investing activities totaled $183.5 million for the first nine months of 2013, compared with $530.4 million for the first nine months of 2012. For the first nine months of 2013, the Company paid $164.0 million, net of cash acquired, to acquire CSI in August 2013. For the first nine months of 2012, the Company paid $497.8 million, net of cash acquired, to acquire O'Brien Corporation in January 2012 and Dunkermotoren in May 2012. For the first nine months of 2013, the Company received $12.8 million for the sale of a facility. Additions to property, plant and equipment totaled $37.1 million for the first nine months of 2013, compared with $33.3 million for the first nine months of 2012.

Cash used for financing activities totaled $174.7 million for the first nine months of 2013, compared with $101.4 million of cash provided by financing activities for the first nine months of 2012. The change in financing cash flow was primarily the result of the net total borrowings decrease of $154.8 million for the first nine months of 2013, compared with a net total borrowings increase of $100.8 million for the first nine months of 2012. For the first nine months of 2013, the Company repurchased 206,138 shares of the Company's common stock for $8.5 million, compared with $3.9 million used for repurchases of 120,430 shares for the first nine months of 2012. At September 30, 2013, $92.4 million was available under the Board authorization for future share repurchases.

At September 30, 2013, total debt outstanding was $1,300.1 million, compared with $1,453.8 million at December 31, 2012, with no significant maturities until 2015. The debt-to-capital ratio was 30.7% at September 30, 2013, compared with 36.4% at December 31, 2012. The net debt-to-capital ratio (total debt less cash and cash equivalents divided by the sum of net debt and stockholders' equity) was 26.3% at September 30, 2013, compared with 33.8% at December 31, 2012. The net debt-to-capital ratio is presented because the Company is aware that this measure is used by third parties in evaluating the Company.

As a result of all of the Company's cash flow activities for the first nine months of 2013, cash and cash equivalents at September 30, 2013 totaled $254.9 million, compared with $158.0 million at December 31, 2012. At September 30, 2013, the Company had $241.7 million in cash outside the United States, compared with $150.6 million at December 31, 2012. The Company utilizes this cash to operate its international operations, as well as acquire international businesses. In October 2013, the Company acquired a Canadian company, Creaform, Inc., for approximately 125 million Canadian dollars (approximately $120 million). The Company is in compliance with all covenants, including financial covenants, for all of its debt agreements. The Company believes it has sufficient cash-generating capabilities from domestic and unrestricted foreign sources, available credit facilities and access to long-term capital funds to enable it to meet its operating needs and contractual obligations in the foreseeable future.

Forward-Looking Information

Information contained in this discussion, other than historical information, is considered "forward-looking statements" and is subject to various factors and uncertainties that may cause actual results to differ significantly from expectations. These factors and uncertainties include general economic conditions affecting the industries the Company serves; changes in the competitive environment or the effects of competition in the Company's markets; risks associated with international sales and operations; the Company's ability to consummate and successfully integrate future acquisitions; the Company's ability to successfully develop new products, open new facilities or transfer product lines; the price and availability of raw materials; compliance with government regulations, including environmental regulations; and the ability to maintain adequate liquidity and financing sources. A detailed discussion of these and other factors that may affect the Company's future results is contained in AMETEK's filings with the Securities and Exchange Commission, including its most recent reports on Form 10-K, 10-Q and 8-K. AMETEK disclaims any intention or obligation to update or revise any forward-looking statements, unless required by the securities laws to do so.

Item 4. Controls and Procedures

The Company maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed, is accumulated and communicated to management in a timely manner. Under the supervision and with the participation of our management, including the Company's principal executive officer and principal financial officer, we have evaluated the effectiveness of our system of disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of September 30, 2013. Based on that evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective at the reasonable assurance level.

Such evaluation did not identify any change in the Company's internal control over financial reporting during the quarter ended September 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit Number	Description
10.1	Amendment No. 1 dated as of July 18, 2013 to the Credit Agreement dated as of September 22, 2011 among AMETEK, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent and Bank of America, N.A., PNC Bank, National Association, SunTrust Bank and Wells Fargo Bank, National Association, as Co-Syndication Agents.
31.1	Certification of Chief Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMETEK, Inc.
(Registrant)

By: /s/ William J. Burke
William J. Burke
Senior Vice President - Comptroller & Treasurer
(Principal Accounting Officer)

November 4, 2013

Exhibit 10.1

AMENDMENT NO. 1

Dated as of July 18, 2013

to

CREDIT AGREEMENT

Dated as of September 22, 2011

THIS AMENDMENT NO. 1 (this "Amendment") is made as of July 18, 2013 by and among AMETEK, Inc., a Delaware corporation (the "Company"), EMA Holdings UK Limited, a company organized and existing under the laws of England and Wales (the "UK Borrower"), AMETEK Holdings B.V., a private limited liability company incorporated under the law of the Netherlands (the "Dutch Borrower"), AMETEK Material Analysis Holdings GmbH, a German limited liability company (the "German Borrower" and, together with the Company, the UK Borrower and the Dutch Borrower, the "Borrowers"), the financial institutions listed on the signature pages hereof and JPMorgan Chase Bank, N.A., as Administrative Agent (the "Administrative Agent"), under that certain Credit Agreement dated as of September 22, 2011 by and among the Company, the Foreign Subsidiary Borrowers from time to time party thereto, the financial institutions from time to time party thereto as Lenders and the Administrative Agent (the "Credit Agreement"). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings given to them in the Credit Agreement.

WHEREAS, the Company has requested that the requisite Lenders and the Administrative Agent agree to an amendment to the Credit Agreement;

WHEREAS, the Borrowers, the Lenders party hereto and the Administrative Agent have agreed to amend the Credit Agreement on the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises set forth above, the terms and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Borrowers, the Lenders party hereto and the Administrative Agent hereby agree to the following amendment to the Credit Agreement.

1. Amendments to the Credit Agreement. Effective as of the date of satisfaction of the conditions precedent set forth in Section 2 below, the parties hereto agree that the Credit Agreement is hereby amended as follows:

(a) Section 1.01 of the Credit Agreement is hereby amended to insert the following new definitions in the appropriate alphabetical order:

"CAD Screen Rate" has the meaning assigned to such term in the definition of "CDOR Rate".

"Canadian Borrower" means any Canadian Subsidiary that becomes a Subsidiary Borrower pursuant to Section 2.24 and that has not ceased to be a Subsidiary Borrower pursuant to such Section.

“Canadian Subsidiary” means any Subsidiary that is organized under the laws of Canada or any province or territory thereof.

“CDOR Rate” means, with respect to any Interest Period, the average rate for bankers acceptances as administered by the Investment Industry Regulatory Organization of Canada (or any other Person that takes over the administration of that rate) with a tenor equal to the relevant period displayed on CDOR01 page of the Reuters Monitor Service (or, in the event such rate does not appear on a Reuters page or screen, on any successor or substitute page on such screen or service that displays such rate, or on the appropriate page of such other information service that publishes such rate from time to time as selected by the Administrative Agent in its reasonable discretion; in each case, the “CAD Screen Rate”) at or about 10:15 a.m. (Toronto, Ontario time) on the Quotation Day for such Interest Period.

“Designated Persons” means a person or entity (a) listed in the annex to, or otherwise subject to the provisions of, any Executive Order; (b) named as a “Specially Designated National and Blocked Person” (“SDN”) on the most current list published by OFAC at its official website or any replacement website or other replacement official publication of such list (the “SDN List”) or is otherwise the subject of any Sanctions Laws and Regulations; (c) in which an entity or person on the SDN List has 50% or greater ownership interest or that is otherwise controlled by an SDN.

“Executive Order” has the meaning assigned to such term in the definition of Sanctions Laws and Regulations.

“Impacted Interest Period” has the meaning assigned to such term in the definition of “LIBO Rate”.

“Interpolated Rate” means, at any time, the rate per annum determined by the Administrative Agent (which determination shall be conclusive and binding absent manifest error) to be equal to the rate that results from interpolating on a linear basis between: (a) the applicable Screen Rate for the longest period (for which the applicable Screen Rate is available for the applicable currency) that is shorter than the Impacted Interest Period and (b) the applicable Screen Rate for the shortest period (for which the applicable Screen Rate is available for the applicable currency) that exceeds the Impacted Interest Period, in each case, at such time.

“LIBOR Quoted Currency” means Dollars, euro, Pounds Sterling, Japanese Yen and Swiss Francs.

“LIBOR Screen Rate” has the meaning assigned to such term in the definition of “LIBO Rate”.

“Local Rate” means, for Borrowings denominated in Canadian Dollars, the CDOR Rate.

“Local Screen Rate” means the CAD Screen Rate.

"Non-Quoted Currency" means Canadian Dollars.

"OFAC" has the meaning assigned to such term in the definition of Sanctions Laws and Regulations.

"Quotation Day" means, with respect to any Eurocurrency Borrowing and any Interest Period, the Business Day that is generally treated as the rate fixing day by market practice in the applicable interbank market, as determined by the Administrative Agent.

"Sanctions Laws and Regulations" means (a) any sanctions, prohibitions or requirements imposed by any executive order (an "Executive Order") or by any sanctions program administered by the U.S. Department of the Treasury Office of Foreign Assets Control ("OFAC") and (b) any sanctions measures imposed by the United Nations Security Council, European Union or the United Kingdom.

"Screen Rate" means collectively the LIBOR Screen Rate and the Local Screen Rate.

(b) The definition of "Adjusted LIBO Rate" appearing in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety to read as follows:

"Adjusted LIBO Rate" means, with respect to any Eurocurrency Borrowing for any Interest Period, an interest rate per annum (rounded upwards, if necessary, to the next 1/16 of 1%) equal to (a) the LIBO Rate for such Interest Period multiplied by (b) the Statutory Reserve Rate.

(c) The definition of "Dollar Amount" appearing in Section 1.01 of the Credit Agreement is hereby amended to delete the phrase "the equivalent in such currency of Dollars" appearing in clause (ii) thereof and replacing such phrase with the phrase "the equivalent amount thereof in Dollars".

(d) The definition of "LIBO Rate" appearing in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety to read as follows:

"LIBO Rate" means, with respect to (a) any Eurocurrency Borrowing denominated in any LIBOR Quoted Currency and for any applicable Interest Period, the London interbank offered rate as administered by the British Bankers Association (or any other Person that takes over the administration of such rate for such LIBOR Quoted Currency) for a period equal in length to such Interest Period as displayed on pages LIBOR01 or LIBOR02 of the Reuters screen that displays such rate (or, in the event such rate does not appear on a Reuters page or screen, on any successor or substitute page on such screen that displays such rate, or on the appropriate page of such other information service that publishes such rate from time to time as selected by the Administrative Agent in its reasonable discretion; in each case the "LIBOR Screen Rate") at approximately 11:00 a.m., London time, on the Quotation Day for such Interest Period and (b) any Eurocurrency Borrowing denominated in any Non-Quoted Currency and for any applicable Interest Period, the applicable Local Rate (or, if applicable, the Local Screen Rate) for such Non-Quoted Currency; provided that, if the LIBOR Screen

Rate or the Local Screen Rate, as applicable, shall not be available at such time for such Interest Period (an "Impacted Interest Period") with respect to the applicable currency, then the LIBO Rate shall be the Interpolated Rate at such time, subject to Section 2.14.

(e) The term "Mandatory Cost" and its related definition appearing in Section 1.01 of the Credit Agreement are hereby deleted in their entirety.

(f) The definition of "Statutory Reserve Rate" appearing in Section 1.01 of the Credit Agreement is hereby amended by replacing the term "Financial Services Authority" is hereby replaced with the phrase "Financial Conduct Authority, the Prudential Regulation Authority".

(g) Section 2.13 of the Credit Agreement is hereby amended to insert the following as new clauses (f) and (g) thereof:

"(f) For the purposes of the *Interest Act* (Canada) and disclosure thereunder, whenever any interest or any fee to be paid hereunder or in connection herewith by a Canadian Borrower is to be calculated on the basis of a 360-, 365- or 366-day year, the yearly rate of interest to which the rate used in such calculation is equivalent is the rate so used multiplied by the actual number of days in the calendar year in which the same is to be ascertained and divided by 360, 365 or 366, as applicable. The rates of interest under this Agreement are nominal rates, and not effective rates or yields. The principle of deemed reinvestment of interest does not apply to any interest calculation under this Agreement.

(g) If any provision of this Agreement would oblige a Canadian Borrower to make any payment of interest or other amount payable to any holder of Obligations in an amount or calculated at a rate which would be prohibited by law or would result in a receipt by that holder of Obligations of "interest" at a "criminal rate" (as such terms are construed under the *Criminal Code* (Canada)), then, notwithstanding such provision, such amount or rate shall be deemed to have been adjusted with retroactive effect to the maximum amount or rate of interest, as the case may be, as would not be so prohibited by applicable law or so result in a receipt by that holder of Obligations of "interest" at a "criminal rate", such adjustment to be effected, to the extent necessary (but only to the extent necessary), as follows:

(i) first, by reducing the amount or rate of interest; and

(ii) thereafter, by reducing any fees, commissions, costs, expenses, premiums and other amounts required to be paid which would constitute interest for purposes of section 347 of the *Criminal Code* (Canada)."

(h) Section 2.14(a) of the Credit Agreement is hereby amended to (x) insert the words "and binding" immediately after the word "conclusive" appearing therein and (y) insert the parenthetical "(including, without limitation, by means of an Interpolated Rate)" immediately after the reference to "reasonable means" appearing therein.

(i) Section 2.15(a)(i) of the Credit Agreement is hereby amended to insert a reference to "liquidity," immediately after the reference to "reserve," appearing therein.

(j) Section 2.15(b) of the Credit Agreement is hereby amended to (x) insert the words "or liquidity" immediately after the first reference to "capital" appearing therein and (y) insert the words "and liquidity" immediately after the reference to "capital adequacy" appearing therein.

(k) Section 2.16 of the Credit Agreement is hereby amended to insert the phrase "or the Canadian bank market, as applicable" immediately after the reference to "eurocurrency market" appearing therein.

(l) Article III of the Credit Agreement is hereby amended to insert the following as a new Section 3.15 thereof:

"SECTION 3.15. Sanctions Laws and Regulations. None of the Borrowers, or to the best of their knowledge any of their directors, officers, brokers or other agents acting or benefiting in any capacity in connection with this Agreement or any other capital raising transaction involving any Lender, or any of its Affiliates is a Designated Person."

(m) Article VI of the Credit Agreement is hereby amended to insert the following as a new Section 6.08 thereof:

"SECTION 6.08. Sanctions Laws and Regulations.

(a) No Borrower shall, directly or indirectly, use the proceeds of the Loans, or lend, contribute or otherwise make available such proceeds to any Subsidiary, joint venture partner or other person or entity (i) to fund any activities or business of or with any Designated Person, or in any country or territory, that at the time of such funding is the subject of any sanctions under any Sanctions Laws and Regulations, or (ii) in any other manner that would result in a violation of any Sanctions Laws and Regulations by any party to this Agreement.

(b) None of the funds or assets of any Borrower that are used to pay any amount due pursuant to this Agreement shall constitute funds obtained from transactions with or relating to Designated Persons or countries which are the subject of sanctions under any Sanctions Laws and Regulations."

(n) Section 9.13 of the Credit Agreement is hereby amended to insert the following sentence at the end thereof:

"Each Borrower acknowledges that, pursuant to the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) and other applicable Canadian anti-money laundering, anti-terrorist financing, government sanction and "know your client" laws, the Lenders and the Administrative Agent may be required to obtain, verify and record information regarding such Borrower, its directors, authorized signing officers, direct or indirect shareholders or other Persons in Control of such Borrower, and the transactions contemplated hereby."

(o) Schedule 2.02 of the Credit Agreement is hereby deleted in its entirety.

2. Conditions of Effectiveness. The effectiveness of this Amendment is subject solely to the conditions precedent that the Administrative Agent shall have received (i) counterparts of this Amendment duly executed by the Borrowers, the Required Lenders and the Administrative Agent and (ii) all fees and other amounts due and payable on or prior to the date of this Amendment, including, to the extent invoiced, payment and/or reimbursement of the Administrative Agent's and its Affiliates' reasonable and documented out-of-pocket fees and expenses (including reasonable fees, charges and disbursements of counsel for the Administrative Agent) required to be reimbursed or paid by the Borrowers in connection with this Amendment and the other Loan Documents.

3. Representations and Warranties of the Borrowers. Each Borrower hereby represents and warrants as follows:

(a) This Amendment and the Credit Agreement as amended hereby constitute legal, valid and binding obligations of such Borrower, enforceable against such Borrower in accordance with their terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors' rights generally and subject to general principles of equity, regardless of whether considered in a proceeding in equity or at law.

(b) As of the date hereof and after giving effect to the terms of this Amendment, (i) no Default or Event of Default has occurred and is continuing and (ii) the representations and warranties of such Borrower set forth in the Credit Agreement are true and correct in all material respects.

4. Reference to and Effect on the Credit Agreement.

(a) Upon the effectiveness hereof, each reference to the Credit Agreement in the Credit Agreement or any other Loan Document shall mean and be a reference to the Credit Agreement as amended hereby.

(b) Except as specifically amended above, the Credit Agreement and all other documents, instruments and agreements executed and/or delivered in connection therewith shall remain in full force and effect and are hereby ratified and confirmed.

(c) The execution, delivery and effectiveness of this Amendment shall not operate as a waiver of any right, power or remedy of the Administrative Agent or the Lenders, nor constitute a waiver of any provision of the Credit Agreement or any other documents, instruments and agreements executed and/or delivered in connection therewith.

5. Governing Law. This Amendment shall be construed in accordance with and governed by the law of the State of New York.

6. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

7. Counterparts. This Amendment may be executed by one or more of the parties hereto on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Signatures delivered by facsimile or PDF shall have the same force and effect as manual signatures delivered in person.

[Signature Pages Follow]

IN WITNESS WHEREOF, this Amendment has been duly executed as of the day and year first above written.

AMETEK, INC.,
as the Company

By: /s/ William J. Burke
Name: William J. Burke
Title: Senior Vice President Comptroller & Treasurer

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

EMA HOLDINGS UK LIMITED
as a Foreign Subsidiary Borrower

By: /s/ Robert R. Mandos
Name: Robert R. Mandos
Title: Director

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

AMETEK HOLDINGS B.V.
as a Foreign Subsidiary Borrower

By: /s/ Robert S. Feit
Name: Robert S. Feit
Title: Managing Director "A"

By: /s/ Thecla Magdalena Anna Kamphuijs
Name: Thecla Magdalena Anna Kamphuijs
Title: Managing Director "B"

AMETEK MATERIAL ANALYSIS HOLDINGS GMBH,
as a Foreign Subsidiary Borrower

By: /s/ Manfred A. Bergsch

Name: Manfred A. Bergsch

Title: Managing Director

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

JPMORGAN CHASE BANK, N.A.,
individually as a Lender, as Issuing Bank and as Administrative Agent

By: /s/ Anthony Galea
Name: Anthony Galea
Title: Vice President

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

BANK OF AMERICA, N.A.,
as a Lender

By: /s/ Kevin Dobosz
Name: Kevin Dobosz
Title: Vice President

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

PNC BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Meredith Jermann
Name: Meredith Jermann
Title: Vice President

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

SUNTRUST BANK,
as a Lender

By: /s/ Johnetta Bush
Name: Johnetta Bush
Title: Vice President

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ James Travagline
Name: James Travagline
Title: Director

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.,
as a Lender

By: /s/ George Stoecklein
Name: George Stoecklein
Title: Director

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

SOVEREIGN BANK, N.A.
as a Lender

By: /s/ Francis D. Phillips
Name: Francis D. Phillips
Title: SVP

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

CITIZENS BANK OF PENNSYLVANIA,
as a Lender

By: /s/ Leslie D. Broderick
Name: Leslie D. Broderick
Title: SVP

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

THE BANK OF NEW YORK MELLON,
as a Lender

By: /s/ Jeffrey Dears
Name: Jeffrey Dears
Title: Vice President

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

MANUFACTURERS AND TRADERS TRUST COMPANY,
as a Lender

By: /s/ Derek Lynch
Name: Derek Lynch
Title: AVP

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

KEYBANK NATIONAL ASSOCIATION,
as a Lender

By: /s/ Suzannah Valdivia
Name: Suzannah Valdivia
Title: Vice President

Signature Page to Amendment No. 1 to
Credit Agreement dated as of September 22, 2011
AMETEK, Inc.

Exhibit 31.1

CERTIFICATIONS

I, Frank S. Hermance, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AMETEK, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 4, 2013

/s/ Frank S. Hermance

Frank S. Hermance
Chairman of the Board and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Robert R. Mandos, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AMETEK, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2013

/s/ Robert R. Mandos, Jr.

Robert R. Mandos, Jr.
Executive Vice President - Chief Financial Officer

Exhibit 32.1

AMETEK, Inc.

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of AMETEK, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Frank S. Hermance, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Frank S. Hermance

Frank S. Hermance
Chairman of the Board and Chief Executive Officer

Date: November 4, 2013

A signed original of this written statement required by Section 906 has been provided to AMETEK, Inc. and will be retained by AMETEK, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

AMETEK, Inc.

**Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of AMETEK, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert R. Mandos, Jr., Executive Vice President – Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert R. Mandos, Jr.

Robert R. Mandos, Jr.
Executive Vice President - Chief Financial Officer

Date: November 4, 2013

A signed original of this written statement required by Section 906 has been provided to AMETEK, Inc. and will be retained by AMETEK, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.