FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person* Jones Timothy N					2. Issuer Name and Ticker or Trading Symbol AMETEK INC/ [AME]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify						
	SSATT RC	•	(Middle)				of Earlie 2012	est Trai	nsaction (Mo	nth/D	ay/Year)				helow)) ``	CTR	below) OMECHA	`	
P.O. BO	X 1/64				_ 4. If	f Am	endmen	t, Date	of Original I	Filed ((Month/D	ay/Year)				Joint/Group	p Filin	ıg (Check Ap	pplicable	
(Street) BERWY															Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	tate)	(Zip)												Perso	""				
		Tab	le I - Noi	n-Deriv	vative	Se	curiti	es A	cquired, I	Disp	osed o	of, or E	ene	ficial	ly Owne	d				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		Execution Date,		Code (Instr.					Benefic Owned	ies ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
									Code	v	Amount	(A)	or	Price	Reporte Transac (Instr. 3	ction(s)			(Instr. 4)	
Common	Stock			05/03	3/2012	2			F ⁽¹⁾		651	.])	\$50.5	3 57	⁷ ,556		D		
Common	Stock														7,	,000		I	By Sons	
Common Stock/serp														14	4,294		D			
		7	ahla II -	Davista	4:	_														
1. Title of Derivative Security (Instr. 3)		•	abic ii -	le a r	uive s	sec call	urities s war	S Acc	quired, Di	ispo	sed of	, or Be	nefi	cially	Owned					
Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	(e.g., p	4. Transa Code (18)	call	5. Nu of Deriv	rrant: umber vative urities uired r osed) r. 3, 4	quired, Di s, option: 6. Date Exe Expiration I (Month/Day	S, CO	onverti	7. Title of Secu Underly Derivati (Instr. 3	nd Arrities ing ve Sec	mount	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	i ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deeme Execution if any	(e.g., p	4. Transa Code (call	5. Nu of Deriv Secu Acqu (A) o Dispo of (D) (Insti	rrant: umber vative urities uired r osed) r. 3, 4	6. Date Exe Expiration I	S, C(DIVERTI DIE AND	7. Title a of Secu Underly Derivati	And 4	mount curity)	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio	i ily	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deeme Execution if any	(e.g., p	4. Transa Code (1 8)	call action Instr.	5. Nun of Deriv Secu Acqu (A) o Dispo of (D) (Instituted and 5	mber wative urities uired r osed) r. 3, 4	S, Option: 6. Date Exe Expiration I (Month/Day	s, C(rcisab Date r/Year)	DIVERTI DIE AND	7. Title of Secu Underly Derivati (Instr. 3	An or Nu of Sh	mount curity)	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio	on(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Deeme Execution if any	(e.g., p	4. Transa Code (1 8)	call action Instr.	5. Nun of Deriv Secu Acqu (A) o Dispo of (D) (Instituted and 5	mber wative urities uired r osed) r. 3, 4	S, Option: 6. Date Exe Expiration I (Month/Day	S, CC rcisab Date (/Year)	onverti ole and piration te	7. Title of Secure Underly Derivati (Instr. 3	An or Nu of Sh	mount curity)	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	illy on(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Deeme Execution if any	(e.g., p	4. Transa Code (1 8)	call action Instr.	5. Nun of Deriv Secu Acqu (A) o Dispo of (D) (Instituted and 5	mber wative urities uired r osed) r. 3, 4	S, Option: 6. Date Exe Expiration I (Month/Day Date Exercisable	Exp Da 04/	piration te	Title Commo Stock Commo	An or Nu of Sh	mount curity) nount imber pares	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	oppoint in the second s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Option Stock Option Stock	Conversion or Exercise Price of Derivative Security \$24.2933	3. Transaction Date	3A. Deeme Execution if any	(e.g., p	4. Transa Code (1 8)	call action Instr.	5. Nun of Deriv Secu Acqu (A) o Dispo of (D) (Instituted and 5	mber wative urities uired r osed) r. 3, 4	S, Option: 6. Date Exe Expiration I (Month/Day) Date Exercisable (2)	Expression of the control of the con	piration te //22/2014	Title Commo Stock Commo Commo	and Arrities ing we Secand 4.	mount curity) nount limber liares),000	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	on(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Option Stock Option Stock Option Stock Option Stock	Conversion or Exercise Price of Derivative Security \$24.2933 \$32.4 \$21.8067	3. Transaction Date	3A. Deeme Execution if any	(e.g., p	4. Transa Code (1 8)	call action Instr.	5. Nun of Deriv Secu Acqu (A) o Dispo of (D) (Instituted and 5	mber wative urities uired r osed) r. 3, 4	Date Exercisable (2) (3)	S, CCC rcisab Date //Year) Ex Da	piration te //22/2015	Title Commo Stock Commo	Annormal Arrities sing we Secand 4	mount curity) mount imber hares 0,000 0,895 3,123	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Sily Don(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	

Explanation of Responses:

- 1. Represents withholding of shares to pay withholding taxes incurred in connection with 1st year vesting (25%) of restricted stock issued on May 3, 2011.
- 2. The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- 3. The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- 4. The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- 5. The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- $6. \ The stock options will become exercisable in four equal installments beginning on May 3, 2012.$
- $7. \ The \ stock \ options \ will \ become \ exercisable \ in \ four \ equal \ installments \ beginning \ on \ May \ 1, \ 2013.$

<u>/s/ Timothy N. Jones</u> <u>05/07/2012</u>

** 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.