

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>EGINTON WILLIAM D</u>  (Last) (First) (Middle) 1100 CASSATT ROAD P.O. BOX 1764  (Street) BERWYN PA 19312-1177  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMETEK INC/ [ AME ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SENIOR VP-CORP. DEVELOPMENT</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock/serp	12/31/2010		j <sup>(1)</sup>		242	A	\$40.1747	8,839 <sup>(9)</sup>	D	
Common Stock/deferred Compensation	12/31/2010		j <sup>(2)</sup>		23	A	\$40.1747	5,322 <sup>(9)</sup>	D	
401k Plan								3,205 <sup>(9)</sup>	I	401(k) Plan
Common Stock								63,837 <sup>(9)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$16.8578							(3)	04/26/2012	Common Stock 14,400		14,400 <sup>(9)</sup>	D	
Stock Option	\$22.1778							(4)	04/25/2013	Common Stock 13,591		13,591 <sup>(9)</sup>	D	
Stock Option	\$24.2933							(5)	04/23/2014	Common Stock 12,687		12,687 <sup>(9)</sup>	D	
Stock Option	\$32.4							(6)	04/22/2015	Common Stock 14,194		14,194 <sup>(9)</sup>	D	
Stock Option	\$21.8067							(7)	04/22/2016	Common Stock 24,780		24,780 <sup>(9)</sup>	D	
Stock Option	\$29.38							(8)	04/28/2017	Common Stock 17,457		17,457 <sup>(9)</sup>	D	

**Explanation of Responses:**

- Allocated pursuant to the AMETEK, Inc. Supplemental Executive Retirement Plan under which shares are automatically distributed on a one-for-one basis upon the participant's retirement.
- Constitutes stock units issued under the AMETEK, Inc. Deferred Compensation Plan which will be settled for stock on a 1 for 1 basis upon the reporting persons retirement.
- The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- All balances in the "Amount of Securities Beneficially Owned Following Reported Transaction(s)" column reflect a 3-for-2 stock split effective December 21, 2010.

/s/ William D. Eginton 12/31/2010

\*\* 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.

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