

**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) <u>04/23/2012</u>	

**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	04/23/2012		F <sup>(1)</sup>		1,157	D	\$48.36	57,070	D	
401k Plan	04/23/2012		J <sup>(2)</sup>		1	A	\$0	3,218	I	401(k) Plan
Common Stock/deferred Compensation								5,352	D	
Common Stock/serp								10,882	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	\$24.2933							(3)	04/23/2014	Common Stock	12,687	12,687	D	
Stock Option	\$32.4							(4)	04/22/2015	Common Stock	14,194	14,194	D	
Stock Option	\$21.8067							(5)	04/22/2016	Common Stock	24,780	24,780	D	
Stock Option	\$29.38							(6)	04/28/2017	Common Stock	17,457	17,457	D	
Stock Option	\$44.74							(7)	05/02/2018	Common Stock	9,732	9,732	D	

**Explanation of Responses:**

1. Represents withholding of shares to pay withholding taxes incurred in connection with cliff vesting of restricted stock issued on April 23, 2008.
2. Represents dividend reinvestment under the Company's 401(k) Plan.
3. The stock options will become exercisable in four equal installments beginning on April 24, 2008.
4. The stock options will become exercisable in four equal installments beginning on April 23, 2009.
5. The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
6. The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
7. The stock options will become exercisable in four equal installments beginning on May 3, 2012.

/s/ William D. Eginton 04/24/2012

\*\* 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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