

**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>HERMANCE FRANK S</u> _____ (Last) (First) (Middle) <u>37 NORTH VALLEY ROAD</u> <u>BUILDING 4</u> _____ (Street) <u>PAOLI PA 19301-0801</u> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN OF THE BOARD &amp; CEO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>04/28/2009</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2009		M		38,800	A	\$12.5467	893,662	D	
Common Stock	04/28/2009		S		38,800	D	\$32.112 <sup>(2)</sup>	854,862	D	
Common Stock	04/29/2009		M		80,200	A	\$12.5467	935,062	D	
Common Stock	04/29/2009		S		80,200	D	\$32.1548 <sup>(3)</sup>	854,862	D	
Common Stock								120,000	I	By Wife
Common Stock								90,000	I	By GRAT
Common Stock/serp								135,646	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$12.5467	04/28/2009		M		38,800		(1)	05/21/2009	Common Stock	38,800	\$0	171,200	D	
Stock Option	\$12.5467	04/29/2009		M		80,200		(1)	05/21/2009	Common Stock	80,200	\$0	91,000	D	
Stock Option	\$12.0417							(4)	05/19/2010	Common Stock	240,000		240,000	D	
Stock Option	\$17.45							(5)	05/17/2011	Common Stock	178,995		178,995	D	
Stock Option	\$20.27							(6)	09/21/2011	Common Stock	84,127		84,127	D	
Stock Option	\$25.2867							(7)	04/26/2012	Common Stock	130,575		130,575	D	
Stock Option	\$33.2667							(8)	04/25/2013	Common Stock	126,615		126,615	D	
Stock Option	\$36.44							(9)	04/23/2014	Common Stock	127,550		127,550	D	
Stock Option	\$48.6							(10)	04/22/2015	Common Stock	129,490		129,490	D	
Stock Option	\$32.71							(11)	04/22/2016	Common Stock	200,650		200,650	D	

**Explanation of Responses:**

- The stock options will become exercisable in four equal installments beginning on May 22, 2003.
- The shares were sold at prices ranging from \$32.00 to \$32.49 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- The shares were sold at prices ranging from \$32.00 to \$32.29 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the

number of shares sold at each separate price.

4. The stock options will become exercisable in four equal installments beginning on May 20, 2004.
5. The stock options will become exercisable in four equal installments beginning on May 18, 2005.
6. The stock options will become exercisable in four equal installments beginning on September 22, 2005.
7. The stock options will become exercisable in four equal installments beginning on April 27, 2006.
8. The stock options will become exercisable in four equal installments beginning on April 26, 2007.
9. The stock options will become exercisable in four equal installments beginning on April 24, 2008.
10. The stock options will become exercisable in four equal installments beginning on April 23, 2009.
11. The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

/s/ Frank S. Hermance

04/29/2009

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**