SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MANDOS ROBERT R	AMETEK INC/ [AME]	

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	
1100 CASSATT ROAD	01/25/2013	
P.O. BOX 1764		

		Director	10% Owner
X	Officer (give title below)	Other (specify below)
	EXECUTIVE VP & CFO	

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
BERWYN PA 19312-1177		X Form filed by One Reporting Person
(City) (State) (Zip)		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	01/25/2013		F[(1)]		3,450	D	$41.07	98,891	D	
401k Plan								1	I	401k Plan
Common Stock/serp								17,043	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	Amount or Number of Shares				
Stock Option	$14.5378							[(2)]	04/22/2016	Common Stock	40,540		40,540	D	
Stock Option	$19.5867							[(3)]	04/28/2017	Common Stock	29,079		29,079	D	
Stock Option	$29.8267							[(4)]	05/02/2018	Common Stock	15,150		15,150	D	
Stock Option	$34.0467							[(5)]	04/30/2019	Common Stock	28,704		28,704	D	

Explanation of Responses:

1. Represents withholding of shares to pay withholding taxes incurred in connection with performance vesting of restricted stock issued on April 29, 2010.

2. The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

3. The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.

4. The stock options will become exercisable in four equal installments beginning on May 3, 2012.

5. The stock options will become exercisable in four equal installments beginning on May 1, 2013.

/s/ Robert R. Mandos	01/28/2013
** 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.