UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 1-12981

AMETEK, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**14-1682544**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1100 Cassatt Road Berwyn, Pennsylvania	**19312-1177**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(610) 647-2121**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant's common stock outstanding as of the latest practicable date was: Common Stock, $0.01 Par Value, outstanding at July 31, 2013 was 244,224,416 shares.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

AMETEK, Inc.
Consolidated Statement of Income
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Net sales	**$878,809**	$825,898	**$1,761,662**	$1,653,050
Operating expenses:				
Cost of sales, excluding depreciation	**567,598**	531,753	**1,141,672**	1,068,036
Selling, general and administrative	**94,912**	95,646	**192,520**	190,682
Depreciation	**13,686**	13,521	**27,622**	26,578
Total operating expenses	**676,196**	640,920	**1,361,814**	1,285,296
Operating income	**202,613**	184,978	**399,848**	367,754
Other expenses:				
Interest expense	**(18,154)**	(18,843)	**(36,477)**	(37,680)
Other, net	**(2,667)**	(1,848)	**(5,191)**	(4,088)
Income before income taxes	**181,792**	164,287	**358,180**	325,986
Provision for income taxes	**53,471**	50,600	**104,713**	102,149
Net income	**$128,321**	$113,687	**$ 253,467**	$ 223,837
Basic earnings per share	**$ 0.53**	$ 0.47	**$ 1.04**	$ 0.93
Diluted earnings per share	**$ 0.52**	$ 0.47	**$ 1.03**	$ 0.92
Weighted average common shares outstanding:				
Basic shares	**243,666**	241,168	**243,475**	240,677
Diluted shares	**246,104**	243,121	**245,757**	243,214
Dividends declared and paid per share	**$ 0.06**	$ 0.06	**$ 0.12**	$ 0.10

See accompanying notes.

AMETEK, Inc.
Consolidated Statement of Comprehensive Income
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Total comprehensive income	**$136,720**	$88,583	**$229,977**	$220,150

See accompanying notes.

AMETEK, Inc.
Consolidated Balance Sheet
(In thousands)

	June 30, 2013 (Unaudited)	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 207,614**	$ 157,984
Receivables, less allowance for possible losses	**521,547**	507,850
Inventories	**438,912**	428,935
Deferred income taxes	**35,889**	33,301
Other current assets	**39,839**	36,673
Total current assets	**1,243,801**	1,164,743
Property, plant and equipment, net	**372,715**	383,483
Goodwill	**2,181,997**	2,208,239
Other intangibles, net of accumulated amortization	**1,273,111**	1,309,727
Investments and other assets	**120,910**	123,864
Total assets	**$5,192,534**	$5,190,056
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	**$ 125,658**	$ 320,654
Accounts payable	**332,038**	321,183
Income taxes payable	**32,819**	40,598
Accrued liabilities	**188,941**	197,534
Total current liabilities	**679,456**	879,969
Long-term debt	**1,118,086**	1,133,121
Deferred income taxes	**482,487**	482,852
Other long-term liabilities	**155,362**	158,963
Total liabilities	**2,435,391**	2,654,905
Stockholders' equity:		
Common stock	**2,571**	2,565
Capital in excess of par value	**412,627**	387,871
Retained earnings	**2,731,732**	2,507,419
Accumulated other comprehensive loss	**(174,820)**	(151,330)
Treasury stock	**(214,967)**	(211,374)
Total stockholders' equity	**2,757,143**	2,535,151
Total liabilities and stockholders' equity	**$5,192,534**	$5,190,056

See accompanying notes.

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AMETEK, Inc.
Condensed Consolidated Statement of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Cash provided by (used for):		
Operating activities:		
Net income	**$ 253,467**	$ 223,837
Adjustments to reconcile net income to total operating activities:		
Depreciation and amortization	**57,396**	50,735
Deferred income taxes	**1,105**	1,218
Share-based compensation expense	**11,508**	10,213
Net change in assets and liabilities, net of acquisitions	**(34,185)**	(27,463)
Pension contribution and other	**(4,315)**	(1,906)
Total operating activities	**284,976**	256,634
Investing activities:		
Additions to property, plant and equipment	**(21,613)**	(20,515)
Purchases of businesses, net of cash acquired	**—**	(497,785)
Other	**4,432**	648
Total investing activities	**(17,181)**	(517,652)
Financing activities:		
Net change in short-term borrowings	**(194,476)**	248,549
Additional long-term borrowings	**829**	—
Reduction in long-term borrowings	**(486)**	(218)
Repurchases of common stock	**(8,452)**	(3,899)
Cash dividends paid	**(29,155)**	(24,055)
Excess tax benefits from share-based payments	**7,415**	10,021
Proceeds from employee stock plans	**10,248**	24,871
Total financing activities	**(214,077)**	255,269
Effect of exchange rate changes on cash and cash equivalents	**(4,088)**	(1,048)
Increase (decrease) in cash and cash equivalents	**49,630**	(6,797)
Cash and cash equivalents:		
As of January 1	**157,984**	170,392
As of June 30	**$ 207,614**	$ 163,595

See accompanying notes.

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

1. Basis of Presentation

The accompanying consolidated financial statements are unaudited. AMETEK, Inc. (the “Company”) believes that all adjustments (which primarily consist of normal recurring accruals) necessary for a fair presentation of the consolidated financial position of the Company at June 30, 2013, and the consolidated results of its operations for the three and six months ended June 30, 2013 and 2012 and its cash flows for the six months ended June 30, 2013 and 2012 have been included. Quarterly results of operations are not necessarily indicative of results for the full year. The accompanying financial statements should be read in conjunction with the financial statements and related notes presented in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the Securities and Exchange Commission.

2. Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2012-02, *Testing Indefinite-Lived Intangible Assets for Impairment* (“ASU 2012-02”). The amendments in ASU 2012-02, similar to the amendments of ASU No. 2011-08, *Testing Goodwill for Impairment*, permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is impaired, as a basis for determining whether it is necessary to perform the quantitative impairment test described in FASB Accounting Standards Codification Topic 350, *Intangibles – Goodwill and Other*. ASU 2012-02 was effective on January 1, 2013 for the Company and the adoption did not have a significant impact on the Company’s consolidated results of operations, financial position or cash flows.

In February 2013, the FASB issued ASU No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* (“ASU 2013-02”). ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. generally accepted accounting principles (“GAAP”) to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. ASU 2013-02 was effective on January 1, 2013 for the Company. See Note 4 for the Company’s disclosure reflecting these requirements.

In March 2013, the FASB issued ASU No. 2013-05, *Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity* (“ASU 2013-05”). ASU 2013-05 provides guidance for the treatment of the cumulative translation adjustment when an entity ceases to hold a controlling financial interest in a subsidiary or group of assets within a foreign entity. ASU 2013-05 is effective for interim and annual reporting periods beginning after December 15, 2013. The Company is currently evaluating the impact of adopting ASU 2013-05 on the Company’s consolidated results of operations, financial position or cash flows.

3. Earnings Per Share

The calculation of basic earnings per share is based on the weighted average number of common shares considered outstanding during the periods. The calculation of diluted earnings per share reflects the effect of all potentially dilutive securities (principally outstanding stock options and restricted stock grants). The number of weighted average shares used in the calculation of basic earnings per share and diluted earnings per share was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	**2012**	**2013**	**2012**
	(In thousands)			
Weighted average shares:				
Basic shares	**243,666**	241,168	**243,475**	240,677
Equity-based compensation plans	**2,438**	1,953	**2,282**	2,537
Diluted shares	**246,104**	243,121	**245,757**	243,214

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

4. Accumulated Other Comprehensive Income (Loss)

The components of accumulated other comprehensive income (loss) consisted of the following for the three months ended June 30, 2013:

	Foreign Currency Items and Other	Defined Benefit Pension Plans	Total
		(In thousands)	
Balance at March 31, 2013	$(65,599)	$(117,620)	$(183,219)
Other comprehensive income (loss) before reclassifications:			
Translation adjustments	**(318)**	**—**	**(318)**
Net investment hedges	**864**	**—**	**864**
Change in long-term intercompany notes	**5,937**	**—**	**5,937**
Gross amounts reclassified from accumulated other comprehensive income (loss)	**—**	**3,411**	**3,411**
Income tax (expense) benefit	**(302)**	**(1,193)**	**(1,495)**
Other comprehensive income (loss), net of tax	**6,181**	**2,218**	**8,399**
Balance at June 30, 2013	**$(59,418)**	**$(115,402)**	**$(174,820)**

The components of accumulated other comprehensive income (loss) consisted of the following for the six months ended June 30, 2013:

	Foreign Currency Items and Other	Defined Benefit Pension Plans	Total
		(In thousands)	
Balance at December 31, 2012	$(31,492)	$(119,838)	$(151,330)
Other comprehensive income (loss) before reclassifications:			
Translation adjustments	**(21,367)**	**—**	**(21,367)**
Net investment hedges	**(7,825)**	**—**	**(7,825)**
Change in long-term intercompany notes	**(1,473)**	**—**	**(1,473)**
Gross amounts reclassified from accumulated other comprehensive income (loss)	**—**	**6,822**	**6,822**
Income tax benefit (expense)	**2,739**	**(2,386)**	**353**
Other comprehensive (loss) income, net of tax	**(27,926)**	**4,436**	**(23,490)**
Balance at June 30, 2013	**$(59,418)**	**$(115,402)**	**$(174,820)**

Reclassifications for the amortization of defined benefit pension plans are included in Cost of sales, excluding depreciation in the consolidated statement of income. See Note 11 for further details.

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

5. Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The Company utilizes a valuation hierarchy for disclosure of the inputs to the valuations used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table provides the Company's assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2013 and December 31, 2012, consistent with the fair value hierarchy:

	Asset (Liability)					
	June 30, 2013			December 31, 2012		
	Fair Value	Level 1	Level 2	Fair Value	Level 1	Level 2
	(In thousands)					
Fixed-income investments	**$ 7,917**	**$7,917**	**$ —**	$ 8,316	$8,316	$ —

The fair value of fixed-income investments was based on quoted market prices, which are valued as level 1 investments. The fixed-income investments are shown as a component of long-term assets on the consolidated balance sheet.

For the six months ended June 30, 2013, gains and losses on the investments noted above were not significant. No transfers between level 1 and level 2 investments occurred during the six months ended June 30, 2013.

Financial Instruments

Cash, cash equivalents, marketable securities and fixed-income investments are recorded at fair value at June 30, 2013 and December 31, 2012 in the accompanying consolidated balance sheet.

The following table provides the estimated fair values of the Company's financial instruments, for which fair value is measured for disclosure purposes only, compared to the recorded amounts at June 30, 2013 and December 31, 2012:

	Asset (Liability)			
	June 30, 2013		December 31, 2012	
	Recorded Amount	Fair Value	Recorded Amount	Fair Value
	(In thousands)			
Short-term borrowings	**$ (118,200)**	**$ (118,200)**	$ (313,473)	$ (313,473)
Long-term debt (including current portion)	**(1,125,544)**	**(1,273,997)**	(1,140,302)	(1,341,886)

The fair value of short-term borrowings approximates the carrying value. Short-term borrowings are valued as level 2 investments as they are corroborated by observable market data. The Company's long-term debt is all privately held with no public market for this debt, therefore, the fair value of long-term debt was computed based on comparable current market data for similar debt instruments and are considered level 3 investments.

Forward Contracts

At June 30, 2013, the Company had a 7.7 million Euro forward contract outstanding. For the three and six months ended June 30, 2013, realized losses on foreign currency forward contracts were not significant. For the three and six months ended June 30, 2013, unrealized losses on forward contracts were not significant. At December 31, 2012, the Company had a 9.9 million Euro forward contract outstanding. The Company has not designated its foreign currency forward contracts as hedges.

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

6. Hedging Activities

The Company has designated certain foreign-currency-denominated long-term borrowings as hedges of the net investment in certain foreign operations. As of June 30, 2013, these net investment hedges included British-pound- and Euro-denominated long-term debt. These borrowings were designed to create net investment hedges in each of the designated foreign subsidiaries. The Company designated the British-pound- and Euro-denominated loans referred to above as hedging instruments to offset translation gains or losses on the net investment due to changes in the British pound and Euro exchange rates. These net investment hedges were evidenced by management's contemporaneous documentation supporting the hedge designation. Any gain or loss on the hedging instrument (the debt) following hedge designation is reported in accumulated other comprehensive income in the same manner as the translation adjustment on the investment based on changes in the spot rate, which is used to measure hedge effectiveness.

At June 30, 2013, the Company had $182.5 million of British-pound-denominated loans, which were designated as a hedge against the net investment in British pound functional currency foreign subsidiaries. At June 30, 2013, the Company had a $65.1 million Euro-denominated loan, which was designated as a hedge against the net investment in Euro functional currency foreign subsidiaries. As a result of these British-pound- and Euro-denominated loans being designated and 100% effective as net investment hedges, $13.4 million of currency remeasurement gains have been included in the foreign currency translation component of other comprehensive income for the six months ended June 30, 2013.

7. Inventories

	June 30, 2013	December 31, 2012
	(In thousands)	
Finished goods and parts	**$ 65,805**	$ 62,723
Work in process	**87,779**	83,522
Raw materials and purchased parts	**285,328**	282,690
Total inventories	**$438,912**	$ 428,935

8. Goodwill

The changes in the carrying amounts of goodwill by segment were as follows:

	Electronic Instruments Group	Electro-mechanical Group	Total
		(In millions)	
Balance at December 31, 2012	$ 1,215.0	$ 993.2	$2,208.2
Purchase price allocation adjustments and other	**(4.4)**	**(1.3)**	**(5.7)**
Foreign currency translation adjustments	**(11.0)**	**(9.5)**	**(20.5)**
Balance at June 30, 2013	**$ 1,199.6**	**$ 982.4**	**$2,182.0**

The Company is in the process of finalizing the measurement of deferred taxes associated with its 2012 acquisitions of Micro-Poise Measurement Systems, Sunpower, Inc. and Crystal Engineering.

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

9. Income Taxes

At June 30, 2013, the Company had gross unrecognized tax benefits of $37.2 million, of which $34.7 million, if recognized, would impact the effective tax rate.

The following is a reconciliation of the liability for uncertain tax positions (in millions):

Balance at December 31, 2012	$36.2
Additions for tax positions	**6.3**
Reductions for tax positions	**(5.3)**
Balance at June 30, 2013	**$37.2**

The Company recognizes interest and penalties accrued related to uncertain tax positions in income tax expense. The amounts recognized in income tax expense for interest and penalties during the three and six months ended June 30, 2013 and 2012 were not significant.

10. Share-Based Compensation

The fair value of each stock option grant is estimated on the date of grant using a Black-Scholes-Merton option pricing model. The following weighted average assumptions were used in the Black-Scholes-Merton model to estimate the fair values of stock options granted during the periods indicated:

	Six Months Ended June 30, 2013	Year Ended December 31, 2012
Expected volatility	**28.1%**	28.4%
Expected term (years)	**5.0**	5.1
Risk-free interest rate	**0.75%**	0.84%
Expected dividend yield	**0.57%**	0.47%
Black-Scholes-Merton fair value per stock option granted	**$ 10.17**	$ 8.54

Expected volatility is based on the historical volatility of the Company’s stock. The Company used historical exercise data to estimate the stock options’ expected term, which represents the period of time that the stock options granted are expected to be outstanding. Management anticipates that the future stock option holding periods will be similar to the historical stock option holding periods. The risk-free interest rate for periods within the contractual life of the stock option is based on the U.S. Treasury yield curve at the time of grant. Compensation expense recognized for all share-based awards is net of estimated forfeitures. The Company’s estimated forfeiture rates are based on its historical experience.

Total share-based compensation expense was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Stock option expense	**$ 2,884**	$ 3,231	**$ 5,059**	$ 4,992
Restricted stock expense	**1,854**	2,924	**6,449**	5,221
Total pre-tax expense	**4,738**	6,155	**11,508**	10,213
Related tax benefit	**(1,576)**	(2,137)	**(3,733)**	(3,558)
Reduction of net income	**$ 3,162**	$ 4,018	**$ 7,775**	$ 6,655

Pre-tax share-based compensation expense is included in the consolidated statement of income in either Cost of sales, excluding depreciation or Selling, general and administrative expenses, depending on where the recipient’s cash compensation is reported.

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

The following is a summary of the Company's stock option activity and related information:

	Shares (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In millions)
Outstanding at December 31, 2012	6,840	$ 22.39		
Granted	**1,270**	**41.75**		
Exercised	**(597)**	**18.03**		
Forfeited	**(95)**	**30.90**		
Outstanding at June 30, 2013	**7,418**	**$ 25.95**	**4.2**	**$ 121.3**
Exercisable at June 30, 2013	**4,447**	**$ 20.00**	**3.1**	**$ 99.2**

The aggregate intrinsic value of stock options exercised during the six months ended June 30, 2013 was $14.0 million. The total fair value of stock options vested during the six months ended June 30, 2013 was $8.2 million. As of June 30, 2013, there was approximately $20.8 million of expected future pre-tax compensation expense related to the 3.0 million nonvested stock options outstanding, which is expected to be recognized over a weighted average period of less than two years.

Restricted stock grants are subject to accelerated vesting due to certain events, including doubling of the grant price of the Company's common stock as of the close of business during any five consecutive trading days. On January 25, 2013, 488,235 shares of restricted stock, which were granted on April 29, 2010, and 26,298 shares of restricted stock, which were granted on July 29, 2010, vested under this accelerated vesting provision. The pre-tax charge to income due to the accelerated vesting of these shares was $2.7 million ($1.9 million net after-tax charge) for the six months ended June 30, 2013.

The following is a summary of the Company's nonvested restricted stock activity and related information:

	Shares (In thousands)	Weighted Average Grant Date Fair Value
Nonvested restricted stock outstanding at December 31, 2012	1,252	$ 26.71
Granted	**344**	**41.73**
Vested	**(577)**	**20.88**
Forfeited	**(59)**	**29.05**
Nonvested restricted stock outstanding at June 30, 2013	**960**	**$ 35.46**

The total fair value of restricted stock that vested during the six months ended June 30, 2013 was $12.1 million. As of June 30, 2013, there was approximately $25.6 million of expected future pre-tax compensation expense related to the 1.0 million nonvested restricted shares outstanding, which is expected to be recognized over a weighted average period of approximately three years.

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

11. Retirement and Pension Plans

The components of net periodic pension benefit expense (income) were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Defined benefit plans:				
Service cost	**$ 1,628**	$ 1,279	**$ 3,262**	$ 2,542
Interest cost	**6,516**	6,760	**13,048**	13,549
Expected return on plan assets	**(11,219)**	(10,653)	**(22,458)**	(21,375)
Amortization of net actuarial loss and other	**3,411**	2,852	**6,822**	5,704
Pension expense	**336**	238	**674**	420
Other plans:				
Defined contribution plans	**4,495**	4,458	**9,562**	9,697
Foreign plans and other	**1,283**	1,108	**2,555**	2,325
Total other plans	**5,778**	5,566	**12,117**	12,022
Total net pension expense	**$ 6,114**	$ 5,804	**$ 12,791**	$ 12,442

For the six months ended June 30, 2013 and 2012, contributions to the Company's defined benefit pension plans were not significant.

12. Product Warranties

The Company provides limited warranties in connection with the sale of its products. The warranty periods for products sold vary widely among the Company's operations, but for the most part do not exceed one year. The Company calculates its warranty expense provision based on past warranty experience and adjustments are made periodically to reflect actual warranty expenses.

Changes in the accrued product warranty obligation were as follows:

	Six Months Ended June 30,	
	2013	2012
	(In thousands)	
Balance at the beginning of the period	$27,792	$22,466
Accruals for warranties issued during the period	**2,132**	4,593
Settlements made during the period	**(4,979)**	(4,662)
Warranty accruals related to acquired businesses and other during the period	**(90)**	3,266
Balance at the end of the period	**$24,855**	$25,663

Certain settlements of warranties made during the period were for specific nonrecurring warranty obligations. Product warranty obligations are reported as current liabilities in the consolidated balance sheet.

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

13. Contingencies

Asbestos Litigation

The Company (including its subsidiaries) has been named as a defendant, along with many other companies, in a number of asbestos-related lawsuits. Many of these lawsuits either relate to businesses which were acquired by the Company and do not involve products which were manufactured or sold by the Company or relate to previously owned businesses of the Company which are under new ownership. In connection with many of these lawsuits, the sellers or new owners of such businesses, as the case may be, have agreed to indemnify the Company against these claims (the "Indemnified Claims"). The Indemnified Claims have been tendered to, and are being defended by, such sellers and new owners. These sellers and new owners have met their obligations, in all respects, and the Company does not have any reason to believe such parties would fail to fulfill their obligations in the future; however, one of these companies filed for bankruptcy liquidation in 2007. To date, no judgments have been rendered against the Company as a result of any asbestos-related lawsuit. The Company believes it has strong defenses to the claims being asserted and intends to continue to vigorously defend itself in these matters.

Environmental Matters

Certain historic processes in the manufacture of products have resulted in environmentally hazardous waste by-products as defined by federal and state laws and regulations. At June 30, 2013, the Company is named a Potentially Responsible Party ("PRP") at 14 non-AMETEK-owned former waste disposal or treatment sites (the "non-owned" sites). The Company is identified as a "de minimis" party in 13 of these sites based on the low volume of waste attributed to the Company relative to the amounts attributed to other named PRPs. In nine of these sites, the Company has reached a tentative agreement on the cost of the de minimis settlement to satisfy its obligation and is awaiting executed agreements. The tentatively agreed-to settlement amounts are fully reserved. In the other four sites, the Company is continuing to investigate the accuracy of the alleged volume attributed to the Company as estimated by the parties primarily responsible for remedial activity at the sites to establish an appropriate settlement amount. At the remaining site where the Company is a non-de minimis PRP, the Company is participating in the investigation and/or related required remediation as part of a PRP Group and reserves have been established sufficient to satisfy the Company's expected obligations. The Company historically has resolved these issues within established reserve levels and reasonably expects this result will continue. In addition to these non-owned sites, the Company has an ongoing practice of providing reserves for probable remediation activities at certain of its current or previously owned manufacturing locations (the "owned" sites). For claims and proceedings against the Company with respect to other environmental matters, reserves are established once the Company has determined that a loss is probable and estimable. This estimate is refined as the Company moves through the various stages of investigation, risk assessment, feasibility study and corrective action processes. In certain instances, the Company has developed a range of estimates for such costs and has recorded a liability based on the low end of the range. It is reasonably possible that the actual cost of remediation of the individual sites could vary from the current estimates and the amounts accrued in the consolidated financial statements; however, the amounts of such variances are not expected to result in a material change to the consolidated financial statements. In estimating the Company's liability for remediation, the Company also considers the likely proportionate share of the anticipated remediation expense and the ability of the other PRPs to fulfill their obligations.

Total environmental reserves at June 30, 2013 and December 31, 2012 were $21.9 million and $23.6 million, respectively, for both non-owned and owned sites. For the six months ended June 30, 2013, the Company recorded $0.2 million in reserves. Additionally, the Company spent $1.9 million on environmental matters for the six months ended June 30, 2013. The Company's reserves for environmental liabilities at June 30, 2013 and December 31, 2012 include reserves of $13.7 million and $14.7 million, respectively, for an owned site acquired in connection with the 2005 acquisition of HCC Industries ("HCC"). The Company is the designated performing party for the performance of remedial activities for one of several operating units making up a Superfund site in the San Gabriel Valley of California. The Company has obtained indemnifications and other financial assurances from the former owners of HCC related to the costs of the required remedial activities. At June 30, 2013, the Company had $11.3 million in receivables related to HCC for probable recoveries from third-party escrow funds and other committed third-party funds to support the required remediation. Also, the Company is indemnified by HCC's former owners for approximately $19.0 million of additional costs.

AMETEK, Inc.
Notes to Consolidated Financial Statements
June 30, 2013
(Unaudited)

The Company has agreements with other former owners of certain of its acquired businesses, as well as new owners of previously owned businesses. Under certain of the agreements, the former or new owners retained, or assumed and agreed to indemnify the Company against, certain environmental and other liabilities under certain circumstances. The Company and some of these other parties also carry insurance coverage for some environmental matters. To date, these parties have met their obligations in all material respects.

The Company believes it has established reserves which are sufficient to perform all known responsibilities under existing claims and consent orders. The Company has no reason to believe that other third parties would fail to perform their obligations in the future. In the opinion of management, based upon presently available information and past experience related to such matters, an adequate provision for probable costs has been made and the ultimate cost resulting from these actions is not expected to materially affect the consolidated results of operations, financial position or cash flows of the Company.

14. Reportable Segments

The Company has two reportable segments, Electronic Instruments Group ("EIG") and Electromechanical Group ("EMG"). The Company identifies its operating segments for segment reporting purposes primarily on the basis of product type, production processes, distribution methods and management organizations.

At June 30, 2013, there were no significant changes in identifiable assets of reportable segments from the amounts disclosed at December 31, 2012, nor were there any significant changes in the basis of segmentation or in the measurement of segment operating results. Operating information relating to the Company's reportable segments for the three and six months ended June 30, 2013 and 2012 can be found in the table included in Part I, Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Quarterly Report on Form 10-Q.

15. Subsequent Event

In August 2013, the Company acquired Controls Southeast ("CSI"), a leader in custom-engineered, thermal management solutions used to maintain temperature control of liquid and gas in a broad range of demanding industrial process applications. CSI was acquired for approximately $160 million and has estimated annual sales of approximately $50 million. CSI broadens AMETEK's position in the process and analytical instrumentations markets and will join AMETEK's Electronic Instruments Group.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

The following table sets forth net sales and income by reportable segment and on a consolidated basis:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Net sales(1):				
Electronic Instruments	**$483,339**	$452,128	**$ 967,840**	$ 920,936
Electromechanical	**395,470**	373,770	**793,822**	732,114
Consolidated net sales	**$878,809**	$825,898	**$1,761,662**	$1,653,050
Operating income and income before income taxes:				
Segment operating income(2):				
Electronic Instruments	**$129,575**	$117,651	**$ 261,321**	$ 240,676
Electromechanical	**83,395**	78,760	**161,394**	149,637
Total segment operating income	**212,970**	196,411	**422,715**	390,313
Corporate administrative and other expenses	**(10,357)**	(11,433)	**(22,867)**	(22,559)
Consolidated operating income	**202,613**	184,978	**399,848**	367,754
Interest and other expenses, net	**(20,821)**	(20,691)	**(41,668)**	(41,768)
Consolidated income before income taxes	**$181,792**	$164,287	**$ 358,180**	$ 325,986

(1) After elimination of intra- and intersegment sales, which are not significant in amount.
(2) Segment operating income represents net sales less all direct costs and expenses (including certain administrative and other expenses) applicable to each segment, but does not include interest expense.

Results of operations for the second quarter of 2013 compared with the second quarter of 2012

For the quarter ended June 30, 2013, the Company established records for operating income, operating income margins, net income and diluted earnings per share. The Company achieved these results primarily through contributions from the acquisitions of Micro-Poise Measurement Systems ("Micro-Poise") in October 2012 and Dunkermotoren GmbH in May 2012, as well as our Operational Excellence initiatives. The full year impact of the 2012 acquisitions and our continued focus on and implementation of Operational Excellence initiatives are expected to have a positive impact on the remainder of our 2013 results.

Net sales for the second quarter of 2013 were $878.8 million, an increase of $52.9 million or 6.4%, compared with net sales of $825.9 million for the second quarter of 2012. The increase in net sales for the second quarter of 2013 was attributable to the impact of the acquisitions mentioned above. Internal sales growth and foreign currency translation were flat quarter over quarter.

Total international sales for the second quarter of 2013 were $474.3 million or 54.0% of net sales, an increase of $61.9 million or 15.0%, compared with international sales of $412.4 million or 49.9% of net sales for the second quarter of 2012. The $61.9 million increase in international sales resulted primarily from the acquisitions of Dunkermotoren and Micro-Poise, and includes the effect of foreign currency translation. Both reportable segments of the Company maintain strong international sales presences in Europe and Asia.

Segment operating income for the second quarter of 2013 was $213.0 million, an increase of $16.6 million or 8.5%, compared with segment operating income of $196.4 million for the second quarter of 2012. Segment operating income, as a percentage of net sales, increased to 24.2% for the second quarter of 2013, compared with 23.8% for the second quarter of 2012. The increase in segment operating income and segment operating margins resulted primarily from the benefits of the Company's lower cost structure through Operational Excellence initiatives.

Results of Operations (continued)

Selling, general and administrative ("SG&A") expenses for the second quarter of 2013 were $94.9 million, a decrease of $0.7 million or 0.7%, compared with $95.6 million for the second quarter of 2012. As a percentage of net sales, SG&A expenses were 10.8% for the second quarter of 2013, compared with 11.6% for the second quarter of 2012. Selling expenses were essentially flat quarter over quarter. Selling expenses, as a percentage of net sales, decreased to 9.6% for the second quarter of 2013, compared with 10.2% for the second quarter of 2012. Base business selling expenses decreased approximately 5% for the second quarter of 2013, primarily due to cost containment initiatives.

Corporate administrative expenses for the second quarter of 2013 were $10.3 million, a decrease of $1.0 million or 8.8%, compared with $11.3 million for the second quarter of 2012. As a percentage of net sales, corporate administrative expenses were 1.2% for the second quarter of 2013, compared with 1.4% for the second quarter of 2012. The decrease in corporate administrative expenses was primarily the result of lower equity-based compensation expenses.

Consolidated operating income was $202.6 million or 23.1% of net sales for the second quarter of 2013, an increase of $17.6 million or 9.5%, compared with $185.0 million or 22.4% of net sales for the second quarter of 2012.

The effective tax rate for the second quarter of 2013 was 29.4%, compared with 30.8% for the second quarter of 2012. The effective tax rate for the second quarter of 2013 included the favorable impact of extension of the U.S. research and development tax credit. The effective tax rate for 2013 and 2012 includes the impact of the ongoing benefits obtained from international tax planning initiatives including benefits from foreign tax credits.

Net income for the second quarter of 2013 was $128.3 million, an increase of $14.6 million or 12.8%, compared with $113.7 million for the second quarter of 2012. Diluted earnings per share for the second quarter of 2013 were $0.52, an increase of $0.05 or 10.6%, compared with $0.47 per diluted share for the second quarter of 2012.

Results of Operations (continued)

Segment Results

Electronic Instruments Group's ("EIG") net sales totaled $483.3 million for the second quarter of 2013, an increase of $31.2 million or 6.9%, compared with $452.1 million for the second quarter of 2012. The net sales increase was driven by the acquisition of Micro-Poise. Internal sales growth was up approximately 1%, offset by foreign currency translation.

EIG's operating income was $129.6 million for the second quarter of 2013, an increase of $11.9 million or 10.1%, compared with $117.7 million for the second quarter of 2012. EIG's increase in operating income was primarily due to higher sales mentioned above, as well as the benefit of the Group's lower cost structure through Operational Excellence initiatives. EIG's operating margins were 26.8% of net sales for the second quarter of 2013, compared with 26.0% of net sales for the second quarter of 2012. EIG's increase in operating margins was primarily due to the Group's lower cost structure through Operational Excellence initiatives.

Electromechanical Group's ("EMG") net sales totaled $395.5 million for the second quarter of 2013, an increase of $21.7 million or 5.8%, compared with $373.8 million for the second quarter of 2012. The net sales increase was driven by the acquisition of Dunkermotoren. Internal sales growth and foreign currency translation were flat quarter over quarter.

EMG's operating income was $83.4 million for the second quarter of 2013, an increase of $4.6 million or 5.8%, compared with $78.8 million for the second quarter of 2012. EMG's increase in operating income was primarily due to higher sales mentioned above, as well as the benefit of the Group's lower cost structure through Operational Excellence initiatives. EMG's operating margins were 21.1% of net sales for both the second quarter of 2013 and 2012. EMG's second quarter of 2013 operating margins benefited from the Group's Operational Excellence initiatives, partially offset by the impact of the Dunkermotoren acquisition, which has a lower operating margin than the Group's base businesses.

Results of Operations (continued)

Results of operations for the first six months of 2013 compared with the first six months of 2012

Net sales for the first six months of 2013 were $1,761.7 million, an increase of $108.6 million or 6.6%, compared with net sales of $1,653.1 million for the first six months of 2012. The increase in net sales for the first six months of 2013 was attributable to the impact of the acquisitions of Micro-Poise in October 2012 and Dunkermotoren GmbH in May 2012, partially offset by an internal sales decline of approximately 1%. Foreign currency translation was flat period over period.

Total international sales for the first six months of 2013 were $959.1 million or 54.4% of net sales, an increase of $128.9 million or 15.5%, compared with international sales of $830.2 million or 50.2% of net sales for the first six months of 2012. The $128.9 million increase in international sales resulted primarily from the acquisitions of Dunkermotoren and Micro-Poise, and includes the effect of foreign currency translation. Both reportable segments of the Company maintain strong international sales presences in Europe and Asia.

New orders for the first six months of 2013 were $1,772.8 million, a decrease of $6.4 million or 0.4%, compared with $1,779.2 million for the first six months of 2012. The decrease in orders was primarily attributable to the internal sales decline, and includes the effect of foreign currency translation. As a result, the Company’s backlog of unfilled orders was a record at June 30, 2013 of $1,123.4 million, an increase of $11.1 million or 1.0%, compared with $1,112.3 million at December 31, 2012.

Segment operating income for the first six months of 2013 was $422.7 million, an increase of $32.4 million or 8.3%, compared with segment operating income of $390.3 million for the first six months of 2012. The increase in segment operating income resulted primarily from the acquisitions mentioned above, as well as the benefits of the Company’s lower cost structure through Operational Excellence initiatives. Segment operating income, as a percentage of net sales, increased to 24.0% for the first six months of 2013, compared with 23.6% for the first six months of 2012. The increase in segment operating margins resulted primarily from the benefits of the Company’s lower cost structure through Operational Excellence initiatives.

SG&A expenses for the first six months of 2013 were $192.5 million, an increase of $1.8 million or 0.9%, compared with $190.7 million for the first six months of 2012. As a percentage of net sales, SG&A expenses were 10.9% for the first six months of 2013, compared with 11.5% for the first six months of 2012. Selling expenses increased $1.5 million or 0.9% for the first six months of 2013 primarily driven by the increase in net sales noted above. Selling expenses, as a percentage of net sales, decreased to 9.6% for the first six months of 2013, compared with 10.2% for the first six months of 2012. Base business selling expenses decreased approximately 6% for the first six months of 2013, primarily due to cost containment initiatives.

Corporate administrative expenses for the first six months of 2013 were $22.7 million, an increase of $0.3 million or 1.3%, compared with $22.4 million for the first six months of 2012. As a percentage of net sales, corporate administrative expenses were 1.3% for the first six months of 2013, compared with 1.4% for the first six months of 2012.

Consolidated operating income was $399.8 million or 22.7% of net sales for the first six months of 2013, an increase of $32.0 million or 8.7%, compared with $367.8 million or 22.2% of net sales for the first six months of 2012.

Interest expense was $36.5 million for the first six months of 2013, a decrease of $1.2 million or 3.2%, compared with $37.7 million for the first six months of 2012. The decrease was due to lower borrowings under revolving credit facilities.

Results of Operations (continued)

The effective tax rate for the first six months of 2013 was 29.2%, compared with 31.3% for the first six months of 2012. The effective tax rate for 2013 included the impact of the retroactive extension of the U.S. research and development tax credit. The effective tax rate for 2013 and 2012 includes the impact of the ongoing benefits obtained from international tax planning initiatives including benefits from foreign tax credits.

Net income for the first six months of 2013 was $253.5 million, an increase of $29.7 million or 13.3%, compared with $223.8 million for the first six months of 2012. Diluted earnings per share for the first six months of 2013 were $1.03, an increase of $0.11 or 12.0%, compared with $0.92 per diluted share for the first six months of 2012.

Segment Results

EIG's net sales totaled $967.8 million for the first six months of 2013, an increase of $46.9 million or 5.1%, compared with $920.9 million for the first six months of 2012. The net sales increase was driven by the acquisition of Micro-Poise, partially offset by an unfavorable 1% effect of foreign currency translation. Internal sales growth was flat period over period.

EIG's operating income was $261.3 million for the first six months of 2013, an increase of $20.6 million or 8.6%, compared with $240.7 million for the first six months of 2012. EIG's increase in operating income was primarily due to higher sales mentioned above, as well as the benefit of the Group's lower cost structure through Operational Excellence initiatives. EIG's operating margins were 27.0% of net sales for the first six months of 2013, compared with 26.1% of net sales for the first six months of 2012. EIG's increase in operating margins was primarily due to the Group's lower cost structure through Operational Excellence initiatives.

EMG's net sales totaled $793.8 million for the first six months of 2013, an increase of $61.7 million or 8.4%, compared with $732.1 million for the first six months of 2012. The net sales increase was driven by the acquisition of Dunkermotoren, partially offset by an internal sales decline of approximately 2%. Foreign currency translation was flat period over period.

EMG's operating income was $161.4 million for the first six months of 2013, an increase of $11.8 million or 7.9%, compared with $149.6 million for the first six months of 2012. EMG's increase in operating income was primarily due to higher sales mentioned above, as well as the benefit of the Group's lower cost structure through Operational Excellence initiatives. EMG's operating margins were 20.3% of net sales for the first six months of 2013, compared with 20.4% of net sales for the first six months of 2012. EMG's decrease in operating margins was driven by the impact of the Dunkermotoren acquisition, which has a lower operating margin than the Group's base businesses, partially offset by the benefit of the Group's lower cost structure through Operational Excellence initiatives.

Financial Condition

Liquidity and Capital Resources

Cash provided by operating activities totaled $285.0 million for the first six months of 2013, an increase of $28.4 million or 11.1%, compared with $256.6 million for the first six months of 2012. The increase in cash provided by operating activities was primarily due to the $29.7 million increase in net income. Free cash flow (cash flow provided by operating activities less capital expenditures) was $263.4 million for the first six months of 2013, compared with $236.1 million for the first six months of 2012. EBITDA (earnings before interest, income taxes, depreciation and amortization) was $451.8 million for the first six months of 2013, compared with $414.1 million for the first six months of 2012. Free cash flow and EBITDA are presented because the Company is aware that they are measures used by third parties in evaluating the Company.

Cash used for investing activities totaled $17.2 million for the first six months of 2013, compared with $517.7 million for the first six months of 2012. For the first six months of 2012, the Company paid $497.8 million, net of cash acquired, to acquire O'Brien Corporation in January 2012 and Dunkermotoren in May 2012. Additions to property, plant and equipment totaled $21.6 million for the first six months of 2013, compared with $20.5 million for the first six months of 2012.

Cash used for financing activities totaled $214.1 million for the first six months of 2013, compared with $255.3 million of cash provided by financing activities for the first six months of 2012. The change in financing cash flow was primarily the result of the net total borrowings decrease of $194.1 million for the first six months of 2013, compared with a net total borrowings increase of $248.3 million for the first six months of 2012. For the first six months of 2013, the Company repurchased 206,138 shares of the Company's common stock for $8.5 million, compared with $3.9 million used for repurchases of 120,430 shares for the first six months of 2012. At June 30, 2013, $92.4 million was available under the Board authorization for future share repurchases.

At June 30, 2013, total debt outstanding was $1,243.7 million, compared with $1,453.8 million at December 31, 2012, with no significant maturities until 2015. The debt-to-capital ratio was 31.1% at June 30, 2013, compared with 36.4% at December 31, 2012. The net debt-to-capital ratio (total debt less cash and cash equivalents divided by the sum of net debt and stockholders' equity) was 27.3% at June 30, 2013, compared with 33.8% at December 31, 2012. The net debt-to-capital ratio is presented because the Company is aware that this measure is used by third parties in evaluating the Company.

As a result of all of the Company's cash flow activities for the first six months of 2013, cash and cash equivalents at June 30, 2013 totaled $207.6 million, compared with $158.0 million at December 31, 2012. At June 30, 2013, the Company had $205.0 million in cash outside the United States, compared with $150.6 million at December 31, 2012. The Company utilizes this cash to operate its international operations, as well as acquire international businesses. The Company is in compliance with all covenants, including financial covenants, for all of its debt agreements. The Company believes it has sufficient cash-generating capabilities from domestic and unrestricted foreign sources, available credit facilities and access to long-term capital funds to enable it to meet its operating needs and contractual obligations in the foreseeable future.

Forward-Looking Information

Information contained in this discussion, other than historical information, is considered "forward-looking statements" and is subject to various factors and uncertainties that may cause actual results to differ significantly from expectations. These factors and uncertainties include general economic conditions affecting the industries the Company serves; changes in the competitive environment or the effects of competition in the Company's markets; risks associated with international sales and operations; the Company's ability to consummate and successfully integrate future acquisitions; the Company's ability to successfully develop new products, open new facilities or transfer product lines; the price and availability of raw materials; compliance with government regulations, including environmental regulations; and the ability to maintain adequate liquidity and financing sources. A detailed discussion of these and other factors that may affect the Company's future results is contained in AMETEK's filings with the Securities and Exchange Commission, including its most recent reports on Form 10-K, 10-Q and 8-K. AMETEK disclaims any intention or obligation to update or revise any forward-looking statements, unless required by the securities laws to do so.

Item 4. Controls and Procedures

The Company maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed, is accumulated and communicated to management in a timely manner. Under the supervision and with the participation of our management, including the Company's principal executive officer and principal financial officer, we have evaluated the effectiveness of our system of disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of June 30, 2013. Based on that evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective at the reasonable assurance level.

Such evaluation did not identify any change in the Company's internal control over financial reporting during the quarter ended June 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Purchase of equity securities by the issuer and affiliated purchasers.

The following table reflects purchases of AMETEK, Inc. common stock by the Company during the three months ended June 30, 2013:

Period	Total Number of Shares Purchased(1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan(2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
April 1, 2013 to April 30, 2013	—	$ —	—	$ 93,234,176
May 1, 2013 to May 31, 2013	19,870	40.36	19,870	92,432,277
June 1, 2013 to June 30, 2013	—	—	—	92,432,277
Total	19,870	40.36	19,870	

(1) Represents shares surrendered to the Company to satisfy tax withholding obligations primarily in connection with the vesting of restricted stock issued to employees.

(2) Consists of the number of shares purchased pursuant to the Company’s Board of Directors $100 million authorization for the repurchase of its common stock announced in November 2011. Such purchases may be affected from time to time in the open market or in private transactions, subject to market conditions and at management’s discretion.

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Item 6. Exhibits

Exhibit Number	Description
31.1	Certification of Chief Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMETEK, Inc.
(Registrant)

By: /s/ William J. Burke
William J. Burke
Senior Vice President - Comptroller & Treasurer
(Principal Accounting Officer)

August 7, 2013

Exhibit 31.1

CERTIFICATIONS

I, Frank S. Hermance, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AMETEK, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 7, 2013

/s/ Frank S. Hermance

Frank S. Hermance
Chairman of the Board and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Robert R. Mandos, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AMETEK, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 7, 2013

/s/ Robert R. Mandos, Jr.

Robert R. Mandos, Jr.
Executive Vice President - Chief Financial Officer

Exhibit 32.1

AMETEK, Inc.

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of AMETEK, Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Frank S. Hermance, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Frank S. Hermance
Frank S. Hermance
Chairman of the Board and Chief Executive Officer

Date: August 7, 2013

A signed original of this written statement required by Section 906 has been provided to AMETEK, Inc. and will be retained by AMETEK, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

AMETEK, Inc.

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of AMETEK, Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Robert R. Mandos, Jr., Executive Vice President – Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert R. Mandos, Jr.

Robert R. Mandos, Jr.
Executive Vice President - Chief Financial Officer

Date: August 7, 2013

A signed original of this written statement required by Section 906 has been provided to AMETEK, Inc. and will be retained by AMETEK, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.