

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 | |
|----------------------------------------------|-----------|
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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * <u>Jones Timothy N</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>PRESIDENT - ELECTROMECHANICAL</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2010</u> | |
| | | 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 | 04/29/2010 | | A ⁽²⁾ | | 7,790 | A | \$44.07 | 61,599 | D | |
| Common Stock | | | | | | | | 5,775 | I | By Sons |
| Common Stock/serp | | | | | | | | 6,986 | 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 | \$44.07 | 04/29/2010 | | A | | 21,170 | | (1) | 04/28/2017 | Common Stock | 21,170 | \$0 | 21,170 | D | |
| Stock Option | \$17.45 | | | | | | | (3) | 05/17/2011 | Common Stock | 8,170 | | 8,170 | D | |
| Stock Option | \$20.27 | | | | | | | (4) | 09/21/2011 | Common Stock | 20,565 | | 20,565 | D | |
| Stock Option | \$25.2867 | | | | | | | (5) | 04/26/2012 | Common Stock | 10,080 | | 10,080 | D | |
| Stock Option | \$33.2667 | | | | | | | (6) | 04/25/2013 | Common Stock | 22,485 | | 22,485 | D | |
| Stock Option | \$36.44 | | | | | | | (7) | 04/23/2014 | Common Stock | 20,000 | | 20,000 | D | |
| Stock Option | \$48.6 | | | | | | | (8) | 04/22/2015 | Common Stock | 19,930 | | 19,930 | D | |
| Stock Option | \$32.71 | | | | | | | (9) | 04/22/2016 | Common Stock | 30,830 | | 30,830 | D | |

Explanation of Responses:

- The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- Constitutes restricted stock issued under the 2007 Omnibus Incentive Compensation Plan.
- The stock options will become exercisable in four equal installments beginning on May 18, 2005.
- The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- 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.

/s/ Timothy N. Jones

04/30/2010

** 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.

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.