

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MOLINELLI JOHN J</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 Officer (give title below) Other (specify below) EXECUTIVE VP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/03/2012		F <sup>(1)</sup>		1,061	D	\$50.53	416,227	D	
401k Plan								765	I	401k Plan
Common Stock/serp								81,773	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	\$22.1778							(2)	04/25/2013	Common Stock	41,985	41,985	D	
Stock Option	\$24.2933							(3)	04/23/2014	Common Stock	46,125	46,125	D	
Stock Option	\$32.4							(4)	04/22/2015	Common Stock	52,305	52,305	D	
Stock Option	\$21.8067							(5)	04/22/2016	Common Stock	73,215	73,215	D	
Stock Option	\$29.38							(6)	04/28/2017	Common Stock	51,360	51,360	D	
Stock Option	\$44.74							(7)	05/02/2018	Common Stock	28,940	28,940	D	
Stock Option	\$51.07							(8)	04/30/2019	Common Stock	72,720	72,720	D	

**Explanation of Responses:**

1. Represents withholding of shares to pay withholding taxes incurred in connection with 1st year vesting (25%) of restricted stock issued on May 3, 2011.
2. The stock options will become exercisable in four equal installments beginning on April 26, 2007.
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.
8. The stock options will become exercisable in four equal installments beginning on May 1, 2013.

/s/ John J. Molinelli

05/07/2012

\*\* 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.

