

**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 *<br><u>MOLINELLI JOHN J</u><br><br>(Last) (First) (Middle)<br>1100 CASSATT ROAD<br>P.O. BOX 1764<br><br>(Street)<br>BERWYN PA 19312-1177<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMETEK INC/ [ AME ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>EXECUTIVE VP &amp; CFO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/30/2011            |   |
| 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                    | 06/30/2011                           |  | M                              |   | 55,530  | A          | \$13.5133                | 477,752   | D  |   |
| Common Stock                    | 06/30/2011                           |  | S                              |   | 55,530  | D          | \$44.9045 <sup>(2)</sup> | 422,222   | D  |   |
| 401k Plan                       |                                      |  |                                |   |   |            |                          | 762   | I  | 401k Plan   |
| Common Stock/serp               |                                      |  |                                |   |   |            |                          | 78,511  | 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                               | \$13.5133  | 06/30/2011                           |  | M                              |   |  | 55,530 | (1)  | 09/21/2011      | Common Stock  | 55,530                                     | \$0  | 0   | D  |       |
| Stock Option                               | \$16.8578  |                                      |  |                                |   |  |        | (3)  | 04/26/2012      | Common Stock  | 41,805                                     |  | 41,805  | D  |       |
| Stock Option                               | \$22.1778  |                                      |  |                                |   |  |        | (4)  | 04/25/2013      | Common Stock  | 41,985                                     |  | 41,985  | D  |       |
| Stock Option                               | \$24.2933  |                                      |  |                                |   |  |        | (5)  | 04/23/2014      | Common Stock  | 46,125                                     |  | 46,125  | D  |       |
| Stock Option                               | \$32.4   |                                      |  |                                |   |  |        | (6)  | 04/22/2015      | Common Stock  | 52,305                                     |  | 52,305  | D  |       |
| Stock Option                               | \$21.8067  |                                      |  |                                |   |  |        | (7)  | 04/22/2016      | Common Stock  | 73,215                                     |  | 73,215  | D  |       |
| Stock Option                               | \$29.38  |                                      |  |                                |   |  |        | (8)  | 04/28/2017      | Common Stock  | 51,360                                     |  | 51,360  | D  |       |
| Stock Option                               | \$44.74  |                                      |  |                                |   |  |        | (9)  | 05/02/2018      | Common Stock  | 28,940                                     |  | 28,940  | D  |       |

**Explanation of Responses:**

- The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- The shares were sold at prices ranging from \$44.85 to \$45.005 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- 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.
- The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- The stock options will become exercisable in four equal installments beginning on May 3, 2012.

/s/Kathryn E. Sena, attorney-in-fact for Mr. Molinelli 06/30/2011

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.**