

**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 *<br><u>Hardin John Wesley</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><u>PRES. - ELECTRONIC INSTRUMENTS</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/01/2012</u>     |   |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 05/01/2012                           |  | A <sup>(2)</sup>               |   | 5,620   | A          | \$51.07 | 45,300  | D  |   |
| 401k Plan                       |                                      |  |                                |   |   |            |         | 324   | I  | 401k Plan   |
| Common Stock/serp               |                                      |  |                                |   |   |            |         | 8,044   | 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                               | \$51.07  | 05/01/2012                           |  | A                              |   | 19,970   |     | (1)  | 04/30/2019      | Common Stock  | 19,970                                     | \$0  | 19,970  | D  |       |
| Stock Option                               | \$32.4   |                                      |  |                                |   |  |     | (3)  | 04/22/2015      | Common Stock  | 14,568                                     |  | 14,568  | D  |       |
| Stock Option                               | \$21.8067  |                                      |  |                                |   |  |     | (4)  | 04/22/2016      | Common Stock  | 22,320                                     |  | 22,320  | D  |       |
| Stock Option                               | \$29.38  |                                      |  |                                |   |  |     | (5)  | 04/28/2017      | Common Stock  | 23,817                                     |  | 23,817  | D  |       |
| Stock Option                               | \$44.74  |                                      |  |                                |   |  |     | (6)  | 05/02/2018      | Common Stock  | 17,310                                     |  | 17,310  | D  |       |

**Explanation of Responses:**

- The stock options will become exercisable in four equal installments beginning on May 1, 2013.
- Constitutes restricted stock issued under the 2007 Omnibus Incentive Plan.
- 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/ John W. Hardin

05/02/2012

\*\* 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.

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.