

**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>Jones Timothy N</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>PRESIDENT - ELECTROMECHANICAL</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2012</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	06/11/2012		M		30,000	A	\$24.2933	87,556	D	
Common Stock	06/11/2012		S		30,000	D	\$52.5	57,556	D	
Common Stock	06/11/2012		M		11,561	A	\$21.8067	69,117	D	
Common Stock	06/11/2012		S		11,561	D	\$52.5	57,556	D	
Common Stock								7,000	I	By Sons
Common Stock/serp								14,294	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	\$24.2933	06/11/2012		M			30,000	(1)	04/23/2014	Common Stock	30,000	\$0	0	D	
Stock Option	\$21.8067	06/11/2012		M			11,561	(2)	04/22/2016	Common Stock	11,561	\$0	11,562	D	
Stock Option	\$32.4							(3)	04/22/2015	Common Stock	29,895		29,895	D	
Stock Option	\$29.38							(4)	04/28/2017	Common Stock	31,755		31,755	D	
Stock Option	\$44.74							(5)	05/02/2018	Common Stock	17,310		17,310	D	
Stock Option	\$51.07							(6)	04/30/2019	Common Stock	19,970		19,970	D	

**Explanation of Responses:**

- The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- 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 installments beginning on April 23, 2009.
- 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.
- The stock options will become exercisable in four equal installments beginning on May 1, 2013.

/s/Amy M. Brown, attorney-in-fact for Mr. Jones 06/11/2012

\*\* 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.

