

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>EGINTON WILLIAM D</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>SENIOR VP-CORP. DEVELOPMENT</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	05/02/2011		M		2,000	A	\$16.8578	62,293	D	
Common Stock	05/02/2011		S		2,000	D	\$46	60,293	D	
Common Stock	05/03/2011		A <sup>(3)</sup>		3,600	A	\$44.74	63,893	D	
401k Plan								3,210	I	401(k) Plan
Common Stock/deferred Compensation								5,322	D	
Common Stock/serp								9,724	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	\$16.8578	05/02/2011		M			2,000	(1)	04/26/2012	Common Stock	2,000	\$0	12,400	D	
Stock Option	\$44.74	05/03/2011		A		9,732		(2)	05/02/2018	Common Stock	9,732	\$0	9,732	D	
Stock Option	\$22.1778							(4)	04/25/2013	Common Stock	13,591		13,591	D	
Stock Option	\$24.2933							(5)	04/23/2014	Common Stock	12,687		12,687	D	
Stock Option	\$32.4							(6)	04/22/2015	Common Stock	14,194		14,194	D	
Stock Option	\$21.8067							(7)	04/22/2016	Common Stock	24,780		24,780	D	
Stock Option	\$29.38							(8)	04/28/2017	Common Stock	17,457		17,457	D	

**Explanation of Responses:**

- 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 May 3, 2012.
- Constitutes restricted stock issued under the 2007 Omnibus Incentive Plan.
- 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.

/s/ William D. Eginton

05/04/2011

\*\* 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.**