

**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><b>VARET ELIZBETH R</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>AMETEK INC/ [ AME ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input type="checkbox"/> Officer (give title below) Other (specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/12/2012</b>     |  |  | 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 |  |  |
| <b>P.O. BOX 287440</b>  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  |  |  |  |  |  |
| (Street)<br><b>NEW YORK NY 10128-7440</b>                           |         |          |   |  |  |  |  |  |
| (City)  | (State) | (Zip)    |   |  |  |  |  |  |

**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                    | 03/12/2012                           |  | S                              |   | 1,000   | D          | \$48.1 | 154,207   | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |        | 102,257   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 1,300   | I  | By Adult Child <sup>(2)</sup>                         |
| Common Stock                    |                                      |  |                                |   |   |            |        | 45,000  | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |        | 2,700   | I  | By Adult Child <sup>(4)</sup>                         |

**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  |                                      |  |                                |   |  |     | (5)  | 04/25/2013      | Common Stock  | 5,467                                      | 5,467  | D   |  |
| Stock Option                               | \$24.2933  |                                      |  |                                |   |  |     | (6)  | 04/23/2014      | Common Stock  | 6,360                                      | 6,360  | D   |  |
| Stock Option                               | \$32.4   |                                      |  |                                |   |  |     | (7)  | 04/22/2015      | Common Stock  | 5,445                                      | 5,445  | D   |  |
| Stock Option                               | \$21.8067  |                                      |  |                                |   |  |     | (8)  | 04/22/2016      | Common Stock  | 5,880                                      | 5,880  | D   |  |
| Stock Option                               | \$29.38  |                                      |  |                                |   |  |     | (9)  | 04/28/2017      | Common Stock  | 5,055                                      | 5,055  | D   |  |
| Stock Option                               | \$44.74  |                                      |  |                                |   |  |     | (10)   | 05/02/2018      | Common Stock  | 2,700                                      | 2,700  | D   |  |

**Explanation of Responses:**

- Held by trust of which the reporting person is a co-trustee or co-beneficiary.
- The reporting person is a managing member of the limited liability company which holds the securities for the benefit of the reporting person's adult child. The reporting person disclaims any beneficial ownership of these securities.
- These shares are held in a trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities.
- The reporting person has a power of attorney over the securities. The reporting person disclaims beneficial ownership of these securities.
- The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- The stock options will become exercisable in four equal annual 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- 03/13/2012  
in-fact for Ms. Varet

\*\* 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.**