

**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>VARET ELIZBETH R</u>  (Last) (First) (Middle) <u>AMERICAN SECURITIES GROUP LLC</u> <u>220 EAST 42ND STREET, SUITE 3105</u>  (Street) <u>NEW YORK NY 10017</u>  (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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2011</u>		
	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	02/10/2011		S		4,000	D	\$43.0621 <sup>(1)</sup>	109,257	D	
Common Stock	02/10/2011		S		2,000	D	\$44.0633 <sup>(2)</sup>	107,257	D	
Common Stock	02/10/2011		S		500	D	\$44.7	1,300	I	By Adult Child <sup>(3)</sup>
Common Stock	02/10/2011		S		4,000	D	\$43.0771 <sup>(5)</sup>	265,958	I	By Trust <sup>(4)</sup>
Common Stock	02/10/2011		S		3,000	D	\$44.3541 <sup>(6)</sup>	262,958	I	By Trust <sup>(4)</sup>
Common Stock	02/10/2011		S		3,000	D	\$44.4803 <sup>(7)</sup>	259,958	I	By Trust <sup>(4)</sup>
Common Stock	02/10/2011		S		2,000	D	\$43.05 <sup>(8)</sup>	257,958	I	By Trust <sup>(4)</sup>
Common Stock	02/10/2011		S		2,000	D	\$44.2501 <sup>(9)</sup>	255,958	I	By Trust <sup>(4)</sup>
Common Stock	02/10/2011		S		4,000	D	\$43.0503 <sup>(10)</sup>	251,958	I	By Trust <sup>(4)</sup>
Common Stock	02/10/2011		S		2,000	D	\$44.3666 <sup>(11)</sup>	249,958	I	By Trust <sup>(4)</sup>
Common Stock								45,000	I	By Trust <sup>(12)</sup>
Common Stock								2,700	I	By Adult Child <sup>(13)</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	\$16.8578							(14)	04/26/2012	Common Stock	5,850	5,850	D	
Stock Option	\$22.1778							(15)	04/25/2013	Common Stock	5,467	5,467	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					
Stock Option	\$24.2933							(16)	04/23/2014	Common Stock	6,360	6,360	D	
Stock Option	\$32.4							(17)	04/22/2015	Common Stock	5,445	5,445	D	
Stock Option	\$21.8067							(18)	04/22/2016	Common Stock	5,880	5,880	D	
Stock Option	\$29.38							(19)	04/28/2017	Common Stock	5,055	5,055	D	

**Explanation of Responses:**

- The shares were sold at prices ranging from \$42.60 to \$43.5150 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- The shares were sold at prices ranging from \$44.06 to \$44.07 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- 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.
- Held by trust of which the reporting person is a co-trustee or co-beneficiary.
- The shares were sold at prices ranging from \$42.60 to \$43.55 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- The shares were sold at prices ranging from \$44.34 to \$44.39 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- The shares were sold at prices ranging from \$43.90 to \$44.70 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- The shares were sold at prices ranging from \$42.60 to \$43.50 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- The shares were sold at prices ranging from \$44.25 to \$44.2525 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- The shares were sold at prices ranging from \$42.60 to \$43.5075 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- The shares were sold at prices ranging from \$44.35 to \$44.3950 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- 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 27, 2006.
- 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.

/s/Kathryn E. Sena, attorney-  
in-fact for Ms. Varet                      02/11/2011

\*\* 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.**