

EGINTON WILLIAM D  
Form 4  
January 03, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EGINTON WILLIAM D

2. Issuer Name and Ticker or Trading Symbol  
AMETEK INC/ [AME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1100 CASSATT ROAD, P.O. BOX 1764

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SENIOR VP-CORP. DEVELOPMENT

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BERWYN, PA 19312-1177

(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 (D) Price			
Common Stock/serp	12/31/2010		J <sup>(1)</sup>	242 A \$ 40.1747	8,839 <sup>(9)</sup>	D	
Common Stock/deferred Compensation	12/31/2010		J <sup>(2)</sup>	23 A \$ 40.1747	5,322 <sup>(9)</sup>	D	
401k Plan					3,205 <sup>(9)</sup>	I	401(k) Plan
Common Stock					63,837 <sup>(9)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.8578					(3) 04/26/2012	Common Stock	14,400	
Stock Option	\$ 22.1778					(4) 04/25/2013	Common Stock	13,591	
Stock Option	\$ 24.2933					(5) 04/23/2014	Common Stock	12,687	
Stock Option	\$ 32.4					(6) 04/22/2015	Common Stock	14,194	
Stock Option	\$ 21.8067					(7) 04/22/2016	Common Stock	24,780	
Stock Option	\$ 29.38					(8) 04/28/2017	Common Stock	17,457	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGINTON WILLIAM D 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177			SENIOR VP-CORP. DEVELOPMENT	

## Signatures

/s/ William D.

Eginton

12/31/2010

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Allocated pursuant to the AMETEK, Inc. Supplemental Executive Retirement Plan under which shares are automatically distributed on a one-for-one basis upon the participant's retirement.
- (2) Constitutes stock units issued under the AMETEK, Inc. Deferred Compensation Plan which will be settled for stock on a 1 for 1 basis upon the reporting persons retirement.
- (3) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (4) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (5) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (6) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (8) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (9) All balances in the "Amount of Securities Beneficially Owned Following Reported Transaction(s)" column reflect a 3-for-2 stock split effective December 21, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.