

HERMANCE FRANK S  
Form 4  
April 30, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
HERMANCE FRANK S

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)  
37 NORTH VALLEY ROAD, BUILDING 4  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/29/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CHAIRMAN OF THE BOARD & CEO

PAOLI, PA 19301-0801

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

(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                    | 04/29/2010                           |  | A <sup>(2)</sup>               | 54,900 A \$ 44.07   | 915,815   | D  |   |
| Common Stock                    |                                      |  |                                |   | 120,000   | I  | By Wife   |
| Common Stock                    |                                      |  |                                |   | 69,093  | I  | By GRAT   |
| Common Stock/serp               |                                      |  |                                |   | 139,496   | D  |   |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option                               | \$ 44.07   | 04/29/2010                           |  | A                              | 149,240   | (1) 04/28/2017   | Common Stock 149,240  |
| Stock Option                               | \$ 17.45   |                                      |  |                                |   | (3) 05/17/2011   | Common Stock 178,995  |
| Stock Option                               | \$ 20.27   |                                      |  |                                |   | (4) 09/21/2011   | Common Stock 84,127   |
| Stock Option                               | \$ 25.2867   |                                      |  |                                |   | (5) 04/26/2012   | Common Stock 130,575  |
| Stock Option                               | \$ 33.2667   |                                      |  |                                |   | (6) 04/25/2013   | Common Stock 126,615  |
| Stock Option                               | \$ 36.44   |                                      |  |                                |   | (7) 04/23/2014   | Common Stock 127,550  |
| Stock Option                               | \$ 48.6  |                                      |  |                                |   | (8) 04/22/2015   | Common Stock 129,490  |
| Stock Option                               | \$ 32.71   |                                      |  |                                |   | (9) 04/22/2016   | Common Stock 200,650  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| HERMANCE FRANK S<br>37 NORTH VALLEY ROAD<br>BUILDING 4<br>PAOLI, PA 19301-0801 | X             |           | CHAIRMAN OF THE BOARD & CEO |       |

## Signatures

/s/ Frank S.  
Hermance

04/30/2010

\*\*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) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (2) Constitutes restricted stock issued under the 2007 Omnibus Incentive Compensation Plan.
- (3) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
- (4) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- (5) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (6) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (7) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (8) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (9) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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