

ZAPICO DAVID A
Form 4
December 02, 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 *
ZAPICO DAVID A

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)
12/02/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRES. - ELECTRONIC INSTRUMENTS

(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 or Price | | |
| Common Stock | 12/02/2010 | | M | | \$ 22,815 A 25.2867 | 74,950 | D |
| Common Stock | 12/02/2010 | | S | | \$ 22,815 D 60.9009 (2) | 52,135 | D |
| Common Stock/serp | | | | | | 13,101 | 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)

displays a currently valid OMB control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 25.2867 | 12/02/2010 | | M | 22,815 | (1) 04/26/2012 | Common Stock | 22,815 |
| Stock Option | \$ 33.2667 | | | | | (3) 04/25/2013 | Common Stock | 22,485 |
| Stock Option | \$ 36.44 | | | | | (4) 04/23/2014 | Common Stock | 25,720 |
| Stock Option | \$ 48.6 | | | | | (5) 04/22/2015 | Common Stock | 24,910 |
| Stock Option | \$ 32.71 | | | | | (6) 04/22/2016 | Common Stock | 37,530 |
| Stock Option | \$ 44.07 | | | | | (7) 04/28/2017 | Common Stock | 21,170 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZAPICO DAVID A 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177 | | | PRES. - ELECTRONIC INSTRUMENTS | |

Signatures

/s/ David A.
Zapico

12/02/2010

**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 installments beginning on April 27, 2006.
- (2) The shares were sold at prices ranging from \$60.80 to \$61.00 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.
- (3) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (4) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (5) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.

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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