

HERMANCE FRANK S
Form 4
April 26, 2011

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)
1100 CASSATT ROAD, P.O. BOX 1764

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2011

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 04/25/2011 | | F ⁽¹⁾ | 23,968 D \$ 46.18 | 1,339,048 | D | |
| Common Stock | | | | | 180,000 | I | By Wife |
| Common Stock | | | | | 78,327 | I | By GRAT |
| Common Stock/serp | | | | | 219,097 | 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. Priority (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 13.5133 | | | | | (2) | 09/21/2011 | Common Stock | 126,190 |
| Stock Option | \$ 16.8578 | | | | | (3) | 04/26/2012 | Common Stock | 195,862 |
| Stock Option | \$ 22.1778 | | | | | (4) | 04/25/2013 | Common Stock | 189,922 |
| Stock Option | \$ 24.2933 | | | | | (5) | 04/23/2014 | Common Stock | 191,325 |
| Stock Option | \$ 32.4 | | | | | (6) | 04/22/2015 | Common Stock | 194,235 |
| Stock Option | \$ 21.8067 | | | | | (7) | 04/22/2016 | Common Stock | 300,975 |
| Stock Option | \$ 29.38 | | | | | (8) | 04/28/2017 | Common Stock | 223,860 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HERMANCE FRANK S 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177 | X | | CHAIRMAN OF THE BOARD & CEO | |

Signatures

/s/ Frank S.
Hermance

04/26/2011

__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) Represents withholding of shares to pay withholding taxes incurred with the 4-year cliff vesting of restricted stock issued on April 24, 2007.
 - (2) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
 - (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.

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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