

Hardin John Wesley
Form 4
April 24, 2009

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 *
Hardin John Wesley

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)
04/23/2009

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 04/23/2009 | | A ⁽²⁾ | 9,560 A \$ 32.71 | 31,775 | D | |
| 401k Plan | 04/23/2009 | | J ⁽³⁾ | 1 A \$ 0 | 214 | I | 401k Plan |
| Common Stock/serp | | | | | 3,129 | 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)

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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 | \$ 32.71 | 04/23/2009 | | A | 29,760 | (1) 04/22/2016 | Common Stock | 29,760 |
| Stock Option | \$ 20.27 | | | | | (4) 09/21/2011 | Common Stock | 5,876 |
| Stock Option | \$ 25.2867 | | | | | (5) 04/26/2012 | Common Stock | 3,203 |
| Stock Option | \$ 33.2667 | | | | | (6) 04/25/2013 | Common Stock | 6,099 |
| Stock Option | \$ 36.44 | | | | | (7) 04/23/2014 | Common Stock | 7,415 |
| Stock Option | \$ 48.6 | | | | | (8) 04/22/2015 | Common Stock | 9,712 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hardin John Wesley 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801 | | | PRES. - ELECTRONIC INSTRUMENTS | |

Signatures

/s/ John W.
Hardin 04/24/2009

**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 23, 2010.

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- (2) Constitutes restricted stock issued under the 2002 Stock Incentive Plan of AMETEK, Inc.
- (3) Represents dividend reinvestment under the Company's 401(k) Plan.
- (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.

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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