

HERMANCE FRANK S
Form 4
April 29, 2009

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 *
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)
04/28/2009

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 or Price		
Common Stock	04/28/2009		M		38,800 A \$ 12.5467	893,662	D
Common Stock	04/28/2009		S		38,800 D \$ 32.112 (2)	854,862	D
Common Stock	04/29/2009		M		80,200 A \$ 12.5467	935,062	D
Common Stock	04/29/2009		S		80,200 D \$ 32.1548 (3)	854,862	D
Common Stock						120,000	I By Wife

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Common Stock	90,000	I	By GRAT
Common Stock/serp	135,646	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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 12.5467	04/28/2009		M		38,800	(1)	05/21/2009	Common Stock	38,800
Stock Option	\$ 12.5467	04/29/2009		M		80,200	(1)	05/21/2009	Common Stock	80,200
Stock Option	\$ 12.0417						(4)	05/19/2010	Common Stock	240,000
Stock Option	\$ 17.45						(5)	05/17/2011	Common Stock	178,995
Stock Option	\$ 20.27						(6)	09/21/2011	Common Stock	84,127
Stock Option	\$ 25.2867						(7)	04/26/2012	Common Stock	130,575
Stock Option	\$ 33.2667						(8)	04/25/2013	Common Stock	126,615
Stock Option	\$ 36.44						(9)	04/23/2014	Common Stock	127,550
Stock Option	\$ 48.6						(10)	04/22/2015	Common Stock	129,490
Stock Option	\$ 32.71						(11)	04/22/2016	Common Stock	200,650

Reporting Owners

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

Signatures

/s/ Frank S.
Hermance

04/29/2009

**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 installments beginning on May 22, 2003.
- (2) The shares were sold at prices ranging from \$32.00 to \$32.49 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 shares were sold at prices ranging from \$32.00 to \$32.29 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.
- (4) The stock options will become exercisable in four equal installments beginning on May 20, 2004.
- (5) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
- (6) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- (7) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (8) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (9) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (10) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (11) 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. 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.