

KLEIN CHARLES D
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 *
KLEIN CHARLES D

(Last) (First) (Middle)

**AMERICAN SECURITIES
CAPITAL PARTNERS, LLC, 666
THIRD AVENUE**

(Street)

NEW YORK, NY 10017-4011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMETEK INC/ [AME]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	04/08/2010		G	V 2,000 D \$ 0	139,265	D	
Common Stock	04/29/2010		A ⁽²⁾	1,240 A \$ 44.07	140,505	D	
Common Stock					3,000	I	By Trust (3)

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

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(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. 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	3,370	(1)		04/28/2017		Common Stock	3,370
Stock Option	\$ 21.094					(4)		07/21/2011		Common Stock	5,250
Stock Option	\$ 25.28					(5)		04/26/2012		Common Stock	3,900
Stock Option	\$ 33.26					(6)		04/25/2013		Common Stock	3,645
Stock Option	\$ 36.44					(7)		04/23/2014		Common Stock	4,240
Stock Option	\$ 48.6					(8)		04/22/2015		Common Stock	3,630
Stock Option	\$ 32.71					(9)		04/22/2016		Common Stock	3,920

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLEIN CHARLES D
AMERICAN SECURITIES CAPITAL PARTNERS,LLC
666 THIRD AVENUE
NEW YORK, NY 10017-4011

X

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Mr. Klein

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) Distribution of shares by the trust in accordance with the terms of the trust. Mr. Klein disclaims beneficial ownership of all shares held by the trust.
- (4) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (8) The stock options will become exercisable in four equal annual 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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