Hardin John Wesley Form 4 February 03, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add Hardin John V	-	ng Person *	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)	3. Date of Earliest Transaction	(Sheek an applicable)			
1100 CASSATT ROAD, P.O. BOX 1764		P.O. BOX	(Month/Day/Year) 02/03/2012	Director 10% OwnerX_ Officer (give title Other (specify below) PRES ELECTRONIC INSTRUMENTS			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
BERWYN, PA 19312-1177				Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		Table	c 1 - 14011-D	erranve i	secui i	ues Acquii e	u, Disposeu oi, o	i belieficially	Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of (5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/03/2012		M	9,148	A	\$ 22.1778	50,456	D	
Common Stock	02/03/2012		S	9,148	D	\$ 48.0071 (2)	41,308	D	
Common Stock	02/03/2012		M	11,122	A	\$ 24.2933	52,430	D	
Common Stock	02/03/2012		S	11,122	D	\$ 48.0451 (4)	41,308	D	
	02/03/2012		M	22,320	A		63,628	D	

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Common Stock					\$ 21.8067			
Common Stock	02/03/2012	S	22,320	D	\$ 48.0225 (6)	41,308	D	
Common Stock	02/03/2012	M	7,938	A	\$ 29.38	49,246	D	
Common Stock	02/03/2012	S	7,938	D	\$ 48.0099 (8)	41,308	D	
401k Plan						324	I	401k Plan
Common Stock/serp						8,044	D	

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

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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. Transactio Code (Instr. 8)	5. Number of iorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 22.1778	02/03/2012		M		9,148	<u>(1)</u>	04/25/2013	Common Stock	9,148
Stock Option	\$ 24.2933	02/03/2012		M		11,122	<u>(3)</u>	04/23/2014	Common Stock	11,122
Stock Option	\$ 21.8067	02/03/2012		M		22,320	<u>(5)</u>	04/22/2016	Common Stock	22,320
Stock Option	\$ 29.38	02/03/2012		M		7,938	<u>(7)</u>	04/28/2017	Common Stock	7,938
Stock Option	\$ 32.4						<u>(9)</u>	04/22/2015	Common Stock	14,568

(9-02)

Stock Option \$44.74 (10) 05/02/2018 Common Stock 17,310

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hardin John Wesley 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177

PRES. -ELECTRONIC INSTRUMENTS

Signatures

/s/ John W. 02/03/2012 Hardin

**Signature of Date
Reporting Person

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 26, 2007.
- (2) The shares were sold at prices ranging from \$48.00 to \$48.03 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 24, 2008.
- (4) The shares were sold at prices ranging from \$48.00 to \$48.08 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.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- The shares were sold at prices ranging from \$48.00 to \$48.05 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.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (8) The shares were sold at prices ranging from \$48.00 to \$48.03 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.
- (9) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (10) The stock options will become exercisable in four equal installments beginning on May 3, 2012.

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.

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