

EGINTON WILLIAM D  
Form 4  
December 07, 2012

**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 * EGINTON WILLIAM D			2. Issuer Name <b>and</b> 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 (Month/Day/Year) 12/07/2012	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SENIOR VP-CORP. DEVELOPMENT
1100 CASSATT ROAD, P.O. BOX 1764			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)	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)
			Code	V Amount (D) Price			
Common Stock	12/07/2012		M	21,291 A \$ 21.6	91,500	D	
Common Stock	12/07/2012		S	21,291 D \$ 37.5081 (1)	70,209	D	
401k Plan					4,848	I	401(k) Plan
Common Stock/deferred Compensation					8,028	D	
					16,323	D	

Common  
Stock/serp

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. Amount or Number of Shares
Stock Option	\$ 21.6	12/07/2012		M	21,291	<u>(2)</u> 04/22/2015	Common Stock	21,291
Stock Option	\$ 14.5378					<u>(3)</u> 04/22/2016	Common Stock	37,170
Stock Option	\$ 19.5867					<u>(4)</u> 04/28/2017	Common Stock	26,185
Stock Option	\$ 29.8267					<u>(5)</u> 05/02/2018	Common Stock	14,598
Stock Option	\$ 34.0467					<u>(6)</u> 04/30/2019	Common Stock	16,368

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGINTON WILLIAM D 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177			SENIOR VP-CORP. DEVELOPMENT	

## Signatures

/s/ William D.  
Eginton

12/07/2012

\_\_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 shares were sold at prices ranging from \$37.49 to \$37.62 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.
  - (2) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
  - (3) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
  - (4) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
  - (5) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
  - (6) The stock options will become exercisable in four equal installments beginning on May 1, 2013.

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.