

MOLINELLI JOHN J
Form 4
April 27, 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 *
MOLINELLI JOHN J

(Last) (First) (Middle)
37 NORTH VALLEY ROAD, BUILDING 4
(Street)

PAOLI, PA 19301-0801

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2010

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)

EXECUTIVE VP & CFO

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	04/26/2010		F ⁽¹⁾	2,457 D \$ 43.25	270,769	D	
401k Plan					507	I	401k Plan
Common Stock/serp					50,188	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. Price of Derivative Security (Instr. 3)
Stock Option	\$ 17.45					(2) 05/17/2011	Common Stock 39,375	
Stock Option	\$ 20.27					(3) 09/21/2011	Common Stock 37,020	
Stock Option	\$ 25.2867					(4) 04/26/2012	Common Stock 27,870	
Stock Option	\$ 33.2667					(5) 04/25/2013	Common Stock 27,990	
Stock Option	\$ 36.44					(6) 04/23/2014	Common Stock 30,750	
Stock Option	\$ 48.6					(7) 04/22/2015	Common Stock 34,870	
Stock Option	\$ 32.71					(8) 04/22/2016	Common Stock 48,810	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINELLI JOHN J 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			EXECUTIVE VP & CFO	

Signatures

/s/ John J. Molinelli 04/27/2010

**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) Represents withholding of shares to pay withholding taxes incurred in connection with cliff vesting of restricted stock issued on April 26, 2006.
- (2) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
- (3) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- (4) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (5) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (6) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (7) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (8) 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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