

Jones Timothy N
 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 *
 Jones Timothy N

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)
 04/26/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRESIDENT - ELECTROMECHANICAL

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 or Disposed of (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/02/2010 | | G ⁽¹⁾ | V 1,400 D \$ 0 | 55,782 | D | |
| Common Stock | 02/02/2010 | | G ⁽¹⁾ | V 1,400 A \$ 0 | 5,775 | I | By Sons |
| Common Stock | 04/26/2010 | | F ⁽²⁾ | 1,973 D \$ 43.25 | 53,809 | D | |
| Common Stock/serp | | | | | 6,986 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 17.45 | | | | | <u>(3)</u> | 05/17/2011 | Common Stock | 8,170 |
| Stock Option | \$ 20.27 | | | | | <u>(4)</u> | 09/21/2011 | Common Stock | 20,565 |
| Stock Option | \$ 25.2867 | | | | | <u>(5)</u> | 04/26/2012 | Common Stock | 10,080 |
| Stock Option | \$ 33.2667 | | | | | <u>(6)</u> | 04/25/2013 | Common Stock | 22,485 |
| Stock Option | \$ 36.44 | | | | | <u>(7)</u> | 04/23/2014 | Common Stock | 20,000 |
| Stock Option | \$ 48.6 | | | | | <u>(8)</u> | 04/22/2015 | Common Stock | 19,930 |
| Stock Option | \$ 32.71 | | | | | <u>(9)</u> | 04/22/2016 | Common Stock | 30,830 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Timothy N 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801 | | | PRESIDENT - ELECTROMECHANICAL | |

Signatures

/s/ Timothy N.
Jones

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) This transaction involved a gift of securities by the reporting person to his sons, who share reporting person's household.
 - (2) Represents withholding of shares to pay withholding taxes incurred in connection with cliff vesting of restricted stock issued on April 26, 2006.
 - (3) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
 - (4) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
 - (5) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
 - (6) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
 - (7) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
 - (8) The stock options will become exercisable in four equal 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. 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.