

VARET ELIZEBETH R

Form 4

August 28, 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 *
VARET ELIZEBETH R

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 (Month/Day/Year)

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

P.O. BOX 287440

08/27/2012

(Street)

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

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

NEW YORK, NY 10128-7440

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 (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)
Common Stock	08/27/2012		M	V Amount (A) or (D) Price \$ 14.7852	151,340	D	
Common Stock	08/27/2012		S	V Amount (A) or (D) Price \$ 34.5055 (1)	149,340	D	
Common Stock	08/27/2012		S	V Amount (A) or (D) Price \$ 34.55	143,140	D	
Common Stock	08/27/2012		S	V Amount (A) or (D) Price \$ 34.5	140,140	D	
Common Stock					222,809	I	By Trust (2)

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Common Stock	1,950	I	By Adult Child ⁽³⁾
Common Stock	67,500	I	By Trust ⁽⁴⁾
Common Stock	4,050	I	By Adult Child ⁽⁵⁾

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	\$ 14.7852	08/27/2012		M	8,200	⁽⁶⁾ 04/25/2013	Common Stock	8,200
Stock Option	\$ 16.1955					⁽⁷⁾ 04/23/2014	Common Stock	9,540
Stock Option	\$ 21.6					⁽⁸⁾ 04/22/2015	Common Stock	8,167
Stock Option	\$ 14.5378					⁽⁹⁾ 04/22/2016	Common Stock	8,820
Stock Option	\$ 19.5867					⁽¹⁰⁾ 04/28/2017	Common Stock	7,582
Stock Option	\$ 29.8267					⁽¹¹⁾ 05/02/2018	Common Stock	4,050
Stock Option	\$ 34.0467					⁽¹²⁾ 04/30/2019	Common Stock	4,725
Stock Option	\$ 30.74					⁽¹³⁾ 07/25/2019	Common Stock	1,570

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARET ELIZEBETH R P.O. BOX 287440 NEW YORK, NY 10128-7440		X		

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Ms.
Varet

08/28/2012

__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 \$34.50 to \$34.52 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) Held by trust of which the reporting person is a co-trustee or co-beneficiary.
 - (3) The reporting person is a managing member of the limited liability company which holds the securities for the benefit of the reporting person's adult child. The reporting person disclaims any beneficial ownership of these securities.
 - (4) These shares are held in a trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities.
 - (5) The reporting person has a power of attorney over the securities. The reporting person disclaims beneficial ownership of these securities.
 - (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.
 - (10) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
 - (11) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
 - (12) The stock options will become exercisable in four equal installments beginning on May 1, 2013.
 - (13) The stock options will become exercisable in four equal annual installments beginning on July 26, 2013.

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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