

HERMANCE FRANK S
Form 4
November 07, 2011

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 *
HERMANCE FRANK S

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)
1100 CASSATT ROAD, P.O. BOX 1764

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN OF THE BOARD & CEO

(Street)

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

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 (A) or (D) Price			
Common Stock	10/31/2011		G ⁽¹⁾	V 51,163 D \$ 0	0	I	By GRAT
Common Stock	11/04/2011		M	65,000 A \$ 16.8578	1,468,412	D	
Common Stock	11/04/2011		S	65,000 D \$ 40.7462 ⁽³⁾	1,403,412	D	
Common Stock	11/07/2011		M	130,862 A \$ 16.8578	1,534,274	D	
Common Stock	11/07/2011		S	130,862 D \$ 40.431 ⁽⁴⁾	1,403,412 ⁽¹⁾	D	

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Common Stock	180,000	I	By Wife
Common Stock/serp	219,097	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 16.8578	11/04/2011		M	65,000	(2) 04/26/2012	Common Stock 65,000
Stock Option	\$ 16.8578	11/07/2011		M	130,862	(2) 04/26/2012	Common Stock 130,862
Stock Option	\$ 22.1778					(5) 04/25/2013	Common Stock 189,922
Stock Option	\$ 24.2933					(6) 04/23/2014	Common Stock 191,325
Stock Option	\$ 32.4					(7) 04/22/2015	Common Stock 194,235
Stock Option	\$ 21.8067					(8) 04/22/2016	Common Stock 300,975
Stock Option	\$ 29.38					(9) 04/28/2017	Common Stock 223,860
Stock Option	\$ 44.74					(10) 05/02/2018	Common Stock 100,560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HERMANCE FRANK S
1100 CASSATT ROAD
P.O. BOX 1764
BERWYN, PA 19312-1177

X

CHAIRMAN OF THE BOARD & CEO

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Mr.
Hermance

11/07/2011

__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).

- On October 24, 2008, the reporting person contributed 135,000 shares (adjusted to reflect a 3-for-2 stock split effective December 21, 2010) of AMETEK Common Stock to a grantor retained annuity trust. Upon termination of the trust on October 24, 2011, 51,163 shares
- (1) were transferred on October 31, 2011 to a relative and as such the reporting person disclaims beneficial ownership of the shares. The remaining 83,837 shares (of which 27,164 shares were distributed back to the reporting person on October 31, 2011) were previously distributed to the reporting person and continue to be reported in this Form 4 as directly-owned.
 - (2) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
 - (3) The shares were sold at prices ranging from \$40.63 to \$41.00 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.
 - (4) The shares were sold at prices ranging from \$40.03 to \$40.58 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 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.
 - (9) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
 - (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.

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