

VARET ELIZEBETH R

Form 4

August 28, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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.

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. 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

