

Hardin John Wesley
 Form 4
 February 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Hardin John Wesley

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)
 02/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRES. - ELECTRONIC INSTRUMENTS

(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 or Price		
Common Stock	02/03/2012		M		9,148 A \$ 22.1778	50,456	D
Common Stock	02/03/2012		S		9,148 D \$ 48.0071	41,308	D
Common Stock	02/03/2012		M		11,122 A \$ 24.2933	52,430	D
Common Stock	02/03/2012		S		11,122 D \$ 48.0451	41,308	D
	02/03/2012		M		22,320 A	63,628	D

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Common Stock					\$					
					21.8067					
Common Stock	02/03/2012		S	22,320	D	\$	48.0225	41,308	D	
						<u>(6)</u>				
Common Stock	02/03/2012		M	7,938	A	\$	29.38	49,246	D	
Common Stock	02/03/2012		S	7,938	D	\$	48.0099	41,308	D	
						<u>(8)</u>				
401k Plan								324	I	401k Plan
Common Stock/serp								8,044	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.

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(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	\$ 22.1778	02/03/2012		M	9,148	<u>(1)</u> 04/25/2013	Common Stock	9,148
Stock Option	\$ 24.2933	02/03/2012		M	11,122	<u>(3)</u> 04/23/2014	Common Stock	11,122
Stock Option	\$ 21.8067	02/03/2012		M	22,320	<u>(5)</u> 04/22/2016	Common Stock	22,320
Stock Option	\$ 29.38	02/03/2012		M	7,938	<u>(7)</u> 04/28/2017	Common Stock	7,938
Stock Option	\$ 32.4					<u>(9)</u> 04/22/2015	Common Stock	14,568

