VARET ELIZEBETH R

Form 4

August 28, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VARET ELIZEBETH R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			AMETEK INC/ [AME]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
P.O. BOX 287440 (Street)			(Month/Day/Year)	X Director 10% Owner			
			08/27/2012	Officer (give titleOther (specify below)			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10128-7440				Form filed by More than One Reporting			

(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)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	8,200	A	\$ 14.7852	151,340	D		
Common Stock	08/27/2012		S	2,000	D	\$ 34.5055 (1)	149,340	D		
Common Stock	08/27/2012		S	6,200	D	\$ 34.55	143,140	D		
Common Stock	08/27/2012		S	3,000	D	\$ 34.5	140,140	D		
Common Stock							222,809	I	By Trust	

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Common Stock	1,950	I	By Adult Child (3)
Common Stock	67,500	I	By Trust
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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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. Transacti Code (Instr. 8)	Securities		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	\$ 14.7852	08/27/2012		M		8,200	<u>(6)</u>	04/25/2013	Common Stock	8,200
Stock Option	\$ 16.1955						<u>(7)</u>	04/23/2014	Common Stock	9,540
Stock Option	\$ 21.6						(8)	04/22/2015	Common Stock	8,167
Stock Option	\$ 14.5378						<u>(9)</u>	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 X NEW YORK, NY 10128-7440

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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Reporting Owners 3