

Jones Timothy N
Form 4
November 26, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Timothy N

(Last) (First) (Middle)

1100 CASSATT ROAD, P.O. BOX
1764

(Street)

BERWYN, PA 19312-1177

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMETEK INC/ [AME]

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

11/24/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
PRESIDENT - ELECTROMECHANICAL

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	11/22/2010		G	V 475	D \$ 0	60,574	D
Common Stock	11/24/2010		S	14,000	D \$ 58.2653	46,574	D
Common Stock	11/24/2010		S	2,887	D \$ 58.2558	2,887	I By Sons
Common Stock	11/24/2010		S	2,887	D \$ 58.2533	0	I By Sons

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Common
Stock/serp

6,986 D

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. 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. Price Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 25.2867							<u>(4)</u>	04/26/2012	Common Stock	10,080
Stock Option	\$ 33.2667							<u>(5)</u>	04/25/2013	Common Stock	22,485
Stock Option	\$ 36.44							<u>(6)</u>	04/23/2014	Common Stock	20,000
Stock Option	\$ 48.6							<u>(7)</u>	04/22/2015	Common Stock	19,930
Stock Option	\$ 32.71							<u>(8)</u>	04/22/2016	Common Stock	30,830
Stock Option	\$ 44.07							<u>(9)</u>	04/28/2017	Common Stock	21,170

Reporting Owners

Reporting Owner Name / Address	Relationships
Jones Timothy N 1100 CASSATT ROAD P.O. BOX 1764	Director 10% Owner Officer Other PRESIDENT - ELECTROMECHANICAL

BERWYN, PA 19312-1177

Signatures

/s/ Timothy N.
Jones

11/25/2010

__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 \$58.0775 to \$58.45 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) The shares were sold at prices ranging from \$58.08 and \$58.36 per share. Upon request from 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.
- (3) The shares were sold at prices ranging from \$58.08 to \$58.35 per share. Upon request from 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 stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (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.

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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