

GORDON SHELDON S
Form 4
April 27, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON SHELDON S

(Last) (First) (Middle)

RHONE GROUP, 630 5TH
AVENUE, 27TH FLOOR

(Street)

NEW YORK, NY 10111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMETEK INC/ [AME]

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/23/2009		A ⁽¹⁾	1,260 A \$ 32.71	128,065	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.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 21.094							<u>(2)</u>	07/21/2011	Common Stock	5,250
Stock Options (Right to Buy)	\$ 25.28							<u>(3)</u>	04/26/2012	Common Stock	3,900
Stock Options (Right to Buy)	\$ 33.26							<u>(4)</u>	04/25/2013	Common Stock	3,645
Stock Options (Right to Buy)	\$ 36.44							<u>(5)</u>	04/23/2014	Common Stock	4,240
Stock Options (Right to Buy)	\$ 48.6							<u>(6)</u>	04/22/2015	Common Stock	3,630
Stock Options (Right to Buy)	\$ 32.71	04/23/2009		A	3,920			<u>(7)</u>	04/22/2016	Common Stock	3,920

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON SHELDON S RHONE GROUP 630 5TH AVENUE, 27TH FLOOR NEW YORK, NY 10111	X			

Signatures

/s/ Sheldon S.
Gordon

04/23/2009

__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) Constitutes restricted stock issued under the 2002 Stock Incentive Plan of Ametek Inc.
 - (2) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
 - (3) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
 - (4) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
 - (5) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
 - (6) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
 - (7) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.