

EGINTON WILLIAM D

Form 4

January 29, 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 *
EGINTON WILLIAM D

(Last) (First) (Middle)

37 NORTH VALLEY
ROAD, BUILDING 4

(Street)

PAOLI, PA 19301-0801

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2010

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 ____ Other (specify
below) below)
SENIOR VP-CORP. DEVELOPMENT

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/serp	01/28/2010		J ⁽¹⁾	V Amount (D) Price 232 A \$ 37.48	5,731	D	
401k Plan					2,133	I	401(k) Plan
Common Stock					40,960	D	
Common Stock/deferred Compensation					3,532	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price or Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 17.45							(2)	05/17/2011	Common Stock	15,750	
Stock Option	\$ 20.27							(3)	09/21/2011	Common Stock	19,980	
Stock Option	\$ 25.2867							(4)	04/26/2012	Common Stock	9,600	
Stock Option	\$ 33.2667							(5)	04/25/2013	Common Stock	9,061	
Stock Option	\$ 36.44							(6)	04/23/2014	Common Stock	8,458	
Stock Option	\$ 48.6							(7)	04/22/2015	Common Stock	9,463	
Stock Option	\$ 32.71							(8)	04/22/2016	Common Stock	16,520	

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer

Other

EGINTON WILLIAM D
37 NORTH VALLEY ROAD
BUILDING 4
PAOLI, PA 19301-0801

SENIOR VP-CORP. DEVELOPMENT

Signatures

/s/ William D.
Eginton

01/28/2010

__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) Allocated pursuant to the AMETEK, Inc. Supplemental Executive Retirement Plan under which shares are automatically distributed on a one-for-one basis upon the participant's retirement.
- (2) The stock options will become exercisable in four equal installments beginning on May 18, 2005.
- (3) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- (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.

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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