

KLEIN CHARLES D
 Form 4
 May 03, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN CHARLES D

(Last) (First) (Middle)

**AMERICAN SECURITIES
 LLC, 299 PARK AVENUE, 34TH
 FLOOR**

(Street)

NEW YORK, NY 10171

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
05/03/2011

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2011		A ⁽²⁾	1,000 A	\$ 44.74 192,757	D	
Common Stock	05/03/2011		S	2,000 D	\$ 44.6107 190,757	D	
Common Stock					4,500	I	By Trust ⁽⁴⁾

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Stock Option	\$ 44.74	05/03/2011		A	2,700	<u>(1)</u> 05/02/2018	Common Stock	2,700
Stock Option	\$ 16.8578					<u>(5)</u> 04/26/2012	Common Stock	5,850
Stock Option	\$ 22.1778					<u>(6)</u> 04/25/2013	Common Stock	5,467
Stock Option	\$ 24.2933					<u>(7)</u> 04/23/2014	Common Stock	6,360
Stock Option	\$ 32.4					<u>(8)</u> 04/22/2015	Common Stock	5,445
Stock Option	\$ 21.8067					<u>(9)</u> 04/22/2016	Common Stock	5,880
Stock Option	\$ 29.38					<u>(10)</u> 04/28/2017	Common Stock	5,055

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN CHARLES D AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171	X			

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Mr.
Klein

05/03/2011

__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 stock options will become exercisable in four equal installments beginning on May 3, 2012.
- (2) Constitutes restricted stock issued under the 2007 Omnibus Incentive Plan.
- (3) The shares were sold at prices ranging from \$44.60 to \$44.66 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (4) Distribution of shares by the trust in accordance with the terms of the trust. Mr. Klein disclaims beneficial ownership of all shares held by the trust.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (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.

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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