

KLEIN CHARLES D
Form 4
April 27, 2009

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
666 THIRD AVENUE
(Street)

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 04/23/2009 | | A ⁽¹⁾ | 1,260 A \$ 32.71 | 141,265 | D | |
| Common Stock | | | | | 3,000 | I | By trust |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 21.094 | | | | | (2) 07/21/2011 | Common Stock | 5,250 |
| Stock Options (Right to Buy) | \$ 25.28 | | | | | (3) 04/26/2012 | Common Stock | 3,900 |
| Stock Options (Right to Buy) | \$ 33.26 | | | | | (4) 04/25/2013 | Common Stock | 3,645 |
| Stock Options (Right to Buy) | \$ 36.44 | | | | | (5) 04/23/2014 | Common Stock | 4,240 |
| Stock Options (Right to Buy) | \$ 48.6 | | | | | (6) 04/22/2015 | Common Stock | 3,630 |
| Stock Options (Right to Buy) | \$ 32.71 | 04/23/2009 | | A | 3,920 | (7) 04/22/2016 | Common Stock | 3,920 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KLEIN CHARLES D 666 THIRD AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

/s/ Charles D.
Klein

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.