

EGINTON WILLIAM D  
Form 4  
January 28, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)  
01/28/2009

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)  
SENIOR VP-CORP. DEVELOPMENT

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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                    |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock/serp                  | 01/28/2009                           |  | J(1)                           | 683 A \$ 30.845   | 5,294   | D  |   |
| 401k Plan                          | 01/28/2009                           |  | J(2)                           | 4 A \$ 0  | 2,129   | I  | 401(k) Plan   |
| Common Stock                       |                                      |  |                                |   | 35,656  | D  |   |
| Common Stock/deferred Compensation |                                      |  |                                |   | 3,509   | 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)

| 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option                               | \$ 17.45   |                                      |  |                                |   | 05/18/2005 05/17/2011                                    | Common Stock 15,750   |   |
| Stock Option                               | \$ 20.27   |                                      |  |                                |   | 09/22/2005 09/21/2011                                    | Common Stock 19,980   |   |
| Stock Option                               | \$ 25.2867   |                                      |  |                                |   | 04/27/2006 04/26/2012                                    | Common Stock 9,600  |   |
| Stock Option                               | \$ 33.2667   |                                      |  |                                |   | 04/26/2007 04/25/2013                                    | Common Stock 9,061  |   |
| Stock Option                               | \$ 36.44   |                                      |  |                                |   | 04/24/2008 04/23/2014                                    | Common Stock 8,458  |   |
| Stock Option                               | \$ 48.6  |                                      |  |                                |   | 04/23/2009 04/22/2015                                    | Common Stock 9,463  |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| EGINTON WILLIAM D<br>37 NORTH VALLEY ROAD<br>BUILDING 4<br>PAOLI, PA 19301-0801 |               |           | SENIOR VP-CORP. DEVELOPMENT |       |

## Signatures

/s/ William D.  
Eginton

01/28/2009

\_\_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) 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) Represents dividend reinvestment under the Company's 401(k) Plan.

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.