

STEINMANN DAVID P
Form 4
February 18, 2011

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 *
STEINMANN DAVID P

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)
1185 PARK AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2011

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

NEW YORK, NY 10128

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

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/18/2011		M		1,969 A \$ 14.0627	39,364	D
Common Stock	02/18/2011		M		1,462 A \$ 16.8578	40,826	D
Common Stock	02/18/2011		M		5,467 A \$ 22.1778	46,293	D
Common Stock	02/18/2011		S		1,969 D \$ 42.9077	44,324	D
Common Stock	02/18/2011		S		1,462 D \$ 42.8796	42,862	D

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					<u>(5)</u>					
Common Stock	02/18/2011		S	5,467	D	\$ <u>(6)</u>	42.8965	37,395	D	
Common Stock								8,400	I	By Wife

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

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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. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 14.0627	02/18/2011		M	1,969	<u>(1)</u> 07/21/2011	Common Stock	1,969	
Stock Option	\$ 16.8578	02/18/2011		M	1,462	<u>(2)</u> 04/26/2012	Common Stock	1,462	
Stock Option	\$ 22.1778	02/18/2011		M	5,467	<u>(3)</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
STEINMANN DAVID P 1185 PARK AVENUE NEW YORK, NY 10128		X		

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Mr. Steinmann	02/18/2011
__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 annual installments beginning on July 22, 2005.
- (2) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (3) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (4) The shares were sold at prices ranging from \$42.90 to \$42.908 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- (5) The shares were sold at prices ranging from \$42.87 to \$42.88 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- (6) The shares were sold at prices ranging from \$42.8717 to \$42.92 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- (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. 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.