

Hardin John Wesley
 Form 4
 February 03, 2012

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 *
 Hardin John Wesley

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)
 1100 CASSATT ROAD, P.O. BOX 1764

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRES. - ELECTRONIC INSTRUMENTS

(Street)

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

BERWYN, PA 19312-1177

(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 or Price		
Common Stock	02/03/2012		M		9,148 A \$ 22.1778	50,456	D
Common Stock	02/03/2012		S		9,148 D \$ 48.0071 (2)	41,308	D
Common Stock	02/03/2012		M		11,122 A \$ 24.2933	52,430	D
Common Stock	02/03/2012		S		11,122 D \$ 48.0451 (4)	41,308	D
	02/03/2012		M		22,320 A	63,628	D

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Common Stock					\$						
					21.8067						
Common Stock	02/03/2012		S	22,320	D	\$	48.0225	41,308		D	
						(6)					
Common Stock	02/03/2012		M	7,938	A	\$	29.38	49,246		D	
Common Stock	02/03/2012		S	7,938	D	\$	48.0099	41,308		D	
						(8)					
401k Plan								324		I	401k Plan
Common Stock/serp								8,044		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. Amount or Number of Shares
Stock Option	\$ 22.1778	02/03/2012		M	9,148	(1) 04/25/2013	Common Stock	9,148
Stock Option	\$ 24.2933	02/03/2012		M	11,122	(3) 04/23/2014	Common Stock	11,122
Stock Option	\$ 21.8067	02/03/2012		M	22,320	(5) 04/22/2016	Common Stock	22,320
Stock Option	\$ 29.38	02/03/2012		M	7,938	(7) 04/28/2017	Common Stock	7,938
Stock Option	\$ 32.4					(9) 04/22/2015	Common Stock	14,568

Stock Option	\$ 44.74	(10)	05/02/2018	Common Stock	17,310
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardin John Wesley 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177			PRES. - ELECTRONIC INSTRUMENTS	

Signatures

/s/ John W.
Hardin

02/03/2012

**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 April 26, 2007.
- (2) The shares were sold at prices ranging from \$48.00 to \$48.03 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.
- (3) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (4) The shares were sold at prices ranging from \$48.00 to \$48.08 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 stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (6) The shares were sold at prices ranging from \$48.00 to \$48.05 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 29, 2011.
- (8) The shares were sold at prices ranging from \$48.00 to \$48.03 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.
- (9) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (10) The stock options will become exercisable in four equal installments beginning on May 3, 2012.

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.