EGINTON WILLIAM D

Form 4

February 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Check this box

3235-0287 Number: January 31,

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Expires: 2005 Estimated average burden hours per

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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

response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addr EGINTON WI	•	ng Person *	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)	3. Date of Earliest Transaction			
1100 CASSATT ROAD, P.O. BOX 1764 (Street)			(Month/Day/Year) 02/03/2012	Director 10% OwnerX Officer (give title Other (specify below) SENIOR VP-CORP. DEVELOPMENT		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BERWYN, PA	19312-117	7	Filed(Month/Day/Year)	Applicable Line) _X_ 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	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Ac	quired (A)	5. Amount of	6.	7. Nature
(Instr. 3)	(Month/Day/Year)	Execution Date, if		etionor Disposed of (D)			Securities	Ownership	of Indirect
		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(IIIsu. 5 and 4)		
Common	02/03/2012		M	13,591	٨	\$	71,818	D	
Stock	02/03/2012		IVI	15,391	A	22.1778	/1,010	D	
						ф			
Common	02/02/2012		C	10.501	_	\$	50.007	Ъ	
Stock	02/03/2012		S	13,591	D	48.0071	58,227	D	
						<u>(2)</u>			
									401(k)
401k Plan	02/03/2012		$J_{\underline{(3)}}$	2	A	\$0	3,217	I	Plan
									rian
Common									
Stock/deferred							5,352	D	
Compensation							•		
							10,012	D	

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Common Stock/serp

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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 22.1778	02/03/2012		M		13,591	<u>(1)</u>	04/25/2013	Common Stock	13,591
Stock Option	\$ 24.2933						<u>(4)</u>	04/23/2014	Common Stock	12,687
Stock Option	\$ 32.4						(5)	04/22/2015	Common Stock	14,194
Stock Option	\$ 21.8067						<u>(6)</u>	04/22/2016	Common Stock	24,780
Stock Option	\$ 29.38						<u>(7)</u>	04/28/2017	Common Stock	17,457
Stock Option	\$ 44.74						(8)	05/02/2018	Common Stock	9,732

Reporting Owners

Reporting Owner Name / Address	Relationships							
F	Director	10% Owner	Officer	Other				
EGINTON WILLIAM D								
1100 CASSATT ROAD			SENIOR VP-CORP.					
P.O. BOX 1764			DEVELOPMENT					
BERWYN, PA 19312-1177								

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Signatures

/s/ William D.

Eginton 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 \$47.96 to \$48.15 per share. Upon request from 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) Represents dividend reinvestment under the Company's 401(k) Plan.
- (4) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (5) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (8) 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.

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