

Jones Timothy N
 Form 4
 January 29, 2013

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 *
 Jones Timothy N

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)
 01/25/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRESIDENT - ELECTROMECHANICAL

(Street)
 BERWYN, PA 19312-1177

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. 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) Code V Amount Price | | | |
| Common Stock | 01/25/2013 | | F ⁽¹⁾ | D 5,603 \$ 41.07 | 80,530 | D | |
| Common Stock | 01/29/2013 | | G ⁽²⁾ | V 4,000 A \$ 0 14,200 | 14,200 | I | By Sons |
| Common Stock | 01/29/2013 | | G ⁽²⁾ | V 4,000 D \$ 0 76,530 | 76,530 | D | |
| Common Stock | 01/29/2013 | | G | V 1,440 D \$ 0 75,090 | 75,090 | D | |
| Common Stock/serp | | | | | 22,096 | D | |

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

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(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 Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (3) | (4) | (5) | (6) |
| Stock Option | \$ 14.5378 | | | | | (3) 04/22/2016 | Common Stock | 17,343 | |
| Stock Option | \$ 19.5867 | | | | | (4) 04/28/2017 | Common Stock | 47,632 | |
| Stock Option | \$ 29.8267 | | | | | (5) 05/02/2018 | Common Stock | 25,965 | |
| Stock Option | \$ 34.0467 | | | | | (6) 04/30/2019 | Common Stock | 29,955 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Timothy N 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177 | | | PRESIDENT - ELECTROMECHANICAL | |

Signatures

/s/ Timothy N. Jones 01/29/2013

**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) Represents withholding of shares to pay withholding taxes incurred in connection with performance vesting of restricted stock issued on April 29, 2010.
- (2) This transaction involved a gift of securities by this reporting person to his sons.
- (3) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (4) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (5) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
- (6) The stock options will become exercisable in four equal installments beginning on May 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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