

Jones Timothy N
 Form 4
 May 06, 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)
 05/03/2013

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/03/2013		F(1)	D	1,108	\$ 40.87	73,034	D
Common Stock/serp							23,065	D

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

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SEC 1474 (9-02)

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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 of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 14.5378					<u>(2)</u>	04/22/2016	Common Stock	17,343
Stock Option	\$ 19.5867					<u>(3)</u>	04/28/2017	Common Stock	47,632
Stock Option	\$ 29.8267					<u>(4)</u>	05/02/2018	Common Stock	25,965
Stock Option	\$ 34.0467					<u>(5)</u>	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/Kathryn E. Sena, attorney-in-fact for Mr. Jones 05/06/2013

__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 the 2nd year vesting (25%) of restricted stock issued on May 3, 2011.
- (2) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (3) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.

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- (4) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
- (5) 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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