

VARET ELIZEBETH R
 Form 4
 November 23, 2010

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 *
 VARET ELIZEBETH R

(Last) (First) (Middle)

AMERICAN SECURITIES GROUP
 LLC, 220 EAST 42ND STREET,
 SUITE 3105

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 AMETEK INC/ [AME]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/22/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------|--------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|--------------------|
| | | | | Code | V Amount (D) Price | | | | |
| Common Stock | 11/22/2010 | | S | 300 | D | \$ 56,596.7 (1) | 81,505 | D | |
| Common Stock | | | | | | | 300,157 | I | By Trust (2) |
| Common Stock | | | | | | | 1,800 | I | By Adult Child (3) |
| Common Stock | | | | | | | 30,000 | I | By Trust (4) |
| | | | | | | | 1,800 | I | |

Common
Stock

By Adult
Child (5)

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. Price of Derivative Security (Instr. 5) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Stock Option | \$ 21.094 | | | | | <u>(6)</u> | 07/21/2011 | Common Stock | 5,250 |
| Stock Option | \$ 25.2867 | | | | | <u>(7)</u> | 04/26/2012 | Common Stock | 3,900 |
| Stock Option | \$ 33.2667 | | | | | <u>(8)</u> | 04/25/2013 | Common Stock | 3,645 |
| Stock Option | \$ 36.44 | | | | | <u>(9)</u> | 04/23/2014 | Common Stock | 4,240 |
| Stock Option | \$ 48.6 | | | | | <u>(10)</u> | 04/22/2015 | Common Stock | 3,630 |
| Stock Option | \$ 32.71 | | | | | <u>(11)</u> | 04/22/2016 | Common Stock | 3,920 |
| Stock Option | \$ 44.07 | | | | | <u>(12)</u> | 04/28/2017 | Common Stock | 3,370 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VARET ELIZEBETH R
AMERICAN SECURITIES GROUP LLC X
220 EAST 42ND STREET, SUITE 3105
NEW YORK, NY 10017

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Ms. 11/23/2010
Varet

__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 shares were sold at prices ranging from \$56.44 to \$56.75 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.
- (2) Held by trust of which the reporting person is a co-trustee or co-beneficiary.
- (3) The reporting person is a managing member of the limited liability company which holds the securities for the benefit of the reporting person's adult child. The reporting person disclaims any beneficial ownership of these securities.
- (4) These shares are held in a trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities.
- (5) The reporting person has a power of attorney over the securities. The reporting person disclaims beneficial ownership of these securities.
- (6) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (8) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (9) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (10) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
- (11) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (12) 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.