

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
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REPORTING OWNER

Hardin John Wesley

CIK: **1439359**

Type: **4** | Act: **34** | File No.: **001-12981** | Film No.: **13551737**

Mailing Address
AMETEK, INC., 37 NORTH
VALLEY RD., BLDG. 4
POB 1764
PAOLI PA 19301

ISSUER

AMETEK INC/

CIK: **1037868** | IRS No.: **141682544** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **3621** Motors & generators

Mailing Address
1100 CASSATT ROAD
PO BOX 1764
BERWYN PA 19312

Business Address
1100 CASSATT ROAD
PO BOX 1764
BERWYN PA 19312
610-647-2121

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) PRES. - ELECTRONIC INSTRUMENTS	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013			
1100 CASSATT ROAD, P.O. BOX 1764			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) 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	(A) or (D)	Price			
Common Stock	01/25/2013		F	(1)	5,604	D	\$41.07	49,778	D	
401k Plan								488	I	401k Plan
Common Stock/serp								13,924	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$14.5378							(2)	04/22/2016	Common Stock	33,480	33,480	D	

Stock Option	\$19.5867						(3)	04/28/2017	Common Stock	35,725		35,725	D	
Stock Option	\$29.8267						(4)	05/02/2018	Common Stock	25,965		25,965	D	
Stock Option	\$34.0467						(5)	04/30/2019	Common Stock	29,955		29,955	D	

Explanation of Responses:

1. Represents withholding of shares to pay withholding taxes incurred in connection with performance vesting of restricted stock issued on April 29, 2010.
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.
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.

Signatures

/s/ John W. Hardin

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

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

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 Number.