

# 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

#### **MANDOS ROBERT R**

CIK: **1190214**

Type: **4** | Act: **34** | File No.: **001-12981** | Film No.: **13551771**

### ISSUER

#### **AMETEK INC/**

CIK: **1037868** | IRS No.: **141682544** | State of Incorporation: **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 <b>MANDOS ROBERT R</b>			2. Issuer Name and Ticker or Trading Symbol <b>AMETEK INC/ [AME]</b>		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) <b>EXECUTIVE VP &amp; CFO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2013</b>			
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) <b>BERWYN, PA 19312-1177</b>						
(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)	3,450	D	\$41.07	98,891	D	
401k Plan								1	I	401k Plan
Common Stock/serp								17,043	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	40,540	40,540	D	

Stock Option	\$19.5867						(3)	04/28/2017	Common Stock	29,079		29,079	D	
Stock Option	\$29.8267						(4)	05/02/2018	Common Stock	15,150		15,150	D	
Stock Option	\$34.0467						(5)	04/30/2019	Common Stock	28,704		28,704	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/ Robert R. Mandos  
 \*\* 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.**