MOLINELLI JOHN J
Form 4
January 28, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOLINELLI JOHN J

(Last) (First) (Middle)

37 NORTH VALLEY ROAD, BUILDING 4

(Street)

PAOLI, PA 19301-0801

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EXECUTIVE VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) (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/serp	01/28/2010		J(1)		370	A	$ 37.48	50,188	D	
401k Plan	01/28/2010		J(2)		1	A	$ 0	507	I	401k Plan
Common Stock								273,226	D	

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

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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 Derivat Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	$ 17.45							(3)	05/17/2011	Common Stock	39,375	
Stock Option	$ 20.27							(4)	09/21/2011	Common Stock	37,020	
Stock Option	$ 25.2867							(5)	04/26/2012	Common Stock	27,870	
Stock Option	$ 33.2667							(6)	04/25/2013	Common Stock	27,990	
Stock Option	$ 36.44							(7)	04/23/2014	Common Stock	30,750	
Stock Option	$ 48.6							(8)	04/22/2015	Common Stock	34,870	
Stock Option	$ 32.71							(9)	04/22/2016	Common Stock	48,810	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINELLI JOHN J 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			EXECUTIVE VP & CFO	

Signatures

/s/ John J. Molinelli	01/28/2010
**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) Allocated pursuant to the AMETEK, Inc. Supplemental Executive Retirement Plan under which shares are automatically distributed on a one-for-one basis upon the participant's retirement.

(2) Represents dividend reinvestment under the Company's 401(k) Plan.

(3) The stock options will become exercisable in four equal installments beginning on May 18, 2005.

(4) The stock options will become exercisable in four equal installments beginning on September 22, 2005.

(5) The stock options will become exercisable in four equal installments beginning on April 27, 2006.

(6) The stock options will become exercisable in four equal installments beginning on April 26, 2007.

(7) The stock options will become exercisable in four equal installments beginning on April 24, 2008.

(8) The stock options will become exercisable in four equal installments beginning on April 23, 2009.

(9) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

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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