

HERMANCE FRANK S  
Form 4  
April 29, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
HERMANCE FRANK S

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)  
37 NORTH VALLEY ROAD, BUILDING 4

3. Date of Earliest Transaction (Month/Day/Year)  
04/28/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CHAIRMAN OF THE BOARD & CEO

(Street)  
PAOLI, PA 19301-0801

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

(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)
Common Stock	04/28/2009		M	38,800 A	\$ 12.5467 893,662	D	
Common Stock	04/28/2009		S	38,800 D	\$ 32.112 (2) 854,862	D	
Common Stock	04/29/2009		M	80,200 A	\$ 12.5467 935,062	D	
Common Stock	04/29/2009		S	80,200 D	\$ 32.1548 (3) 854,862	D	
Common Stock					120,000	I	By Wife

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Common Stock	90,000	I	By GRAT
Common Stock/serp	135,646	D	

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

**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 control number.**

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(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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Stock Option	\$ 12.5467	04/28/2009		M		38,800	<u>(1)</u>	05/21/2009	Common Stock 38,800
Stock Option	\$ 12.5467	04/29/2009		M		80,200	<u>(1)</u>	05/21/2009	Common Stock 80,200
Stock Option	\$ 12.0417						<u>(4)</u>	05/19/2010	Common Stock 240,000
Stock Option	\$ 17.45						<u>(5)</u>	05/17/2011	Common Stock 178,995
Stock Option	\$ 20.27						<u>(6)</u>	09/21/2011	Common Stock 84,127
Stock Option	\$ 25.2867						<u>(7)</u>	04/26/2012	Common Stock 130,575
Stock Option	\$ 33.2667						<u>(8)</u>	04/25/2013	Common Stock 126,615
Stock Option	\$ 36.44						<u>(9)</u>	04/23/2014	Common Stock 127,550
Stock Option	\$ 48.6						<u>(10)</u>	04/22/2015	Common Stock 129,490
Stock Option	\$ 32.71						<u>(11)</u>	04/22/2016	Common Stock 200,650

