

AMETEK INC/
Form 15-12B
August 25, 2011

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF
DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934.**

Commission File Number 1-12981

1997 Stock Incentive Plan of AMETEK, Inc.

(Exact name of registrant as specified in its charter)

1100 Cassatt Road, P.O. Box 1764

Berwyn, Pennsylvania, 19312-1177

(610) 647-2121

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

AMETEK, Inc. Common Stock

(Title of each class of securities covered by this Form)

Not Applicable

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- Rule 12g-4(a)(1)
- Rule 12g-4(a)(2)
- Rule 12h-3(b)(1)(i)
- Rule 12h-3(b)(1)(ii)
- Rule 15d-6

Approximate number of holders of record as of the certification or notice date: **Zero**

Pursuant to the requirements of the Securities Exchange Act of 1934, AMETEK, Inc., has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: August 25, 2011

By: /s/ John J. Molinelli
John J. Molinelli
Executive Vice President - Chief
Financial Officer