

GORDON SHELDON S
 Form 5
 January 05, 2011

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GORDON SHELDON S

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

RHONE GROUP, 630 5TH AVENUE, 27TH FLOOR

 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10111

 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

 (check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 11/01/2010 | | G | 950 (9) D \$ 0 | 192,532 (8) D | 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)

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| 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. F... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|
| Stock Option | \$ 14.0627 | Â | Â | Â | Â (A) Â (D) Â (1) | 07/21/2011 | Common Stock | 7,875 |
| Stock Option | \$ 16.8578 | Â | Â | Â | Â (A) Â (D) Â (2) | 04/26/2012 | Common Stock | 5,850 |
| Stock Option | \$ 22.1778 | Â | Â | Â | Â (A) Â (D) Â (3) | 04/25/2013 | Common Stock | 5,467 |
| Stock Option | \$ 24.2933 | Â | Â | Â | Â (A) Â (D) Â (4) | 04/23/2014 | Common Stock | 6,360 |
| Stock Option | \$ 32.4 | Â | Â | Â | Â (A) Â (D) Â (5) | 04/22/2015 | Common Stock | 5,445 |
| Stock Option | \$ 21.8067 | Â | Â | Â | Â (A) Â (D) Â (6) | 04/22/2016 | Common Stock | 5,880 |
| Stock Option | \$ 29.38 | Â | Â | Â | Â (A) Â (D) Â (7) | 04/28/2017 | Common Stock | 5,055 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON SHELDON S RHONE GROUP 630 5TH AVENUE, 27TH FLOOR NEW YORK, NY 10111 | Â X | Â | Â | Â |

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Mr. Gordon
 Date: 01/05/2011

__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) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
- (2) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (3) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (4) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (8) All balances in the "Amount of Securities Beneficially Owned Following Reported Transactions" column reflect a 3-for-2 stock split effective December 21, 2010.
- (9) This amount does not reflect the 3-for-2 stock split effective December 21, 2010 because the transaction occurred prior to that date.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.