

VARET ELIZEBETH R  
Form 5  
February 01, 2011

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
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 \*  
VARET ELIZEBETH R

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)

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

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

AMERICAN SECURITIES GROUP LLC, 220 EAST 42ND STREET, SUITE 3105

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10017

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 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	12/13/2010	^	J4 <sup>(2)</sup>	(A) or (D) Amount (D) Price 46,342 <sup>(13)</sup> D \$ 0	269,958 <sup>(14)</sup>	I	By Trust <sup>(1)</sup>
Common Stock	^	^	^	^ ^ ^	113,257 <sup>(14)</sup>	D	^
Common Stock	^	^	^	^ ^ ^	1,800 <sup>(14)</sup>	I	By Adult Child <sup>(3)</sup>
Common	^	^	^	^ ^ ^	45,000 <sup>(14)</sup>	I	By Trust

Stock (4)  
 Common Stock ^ ^ ^ ^ ^ ^ ^ ^ 2,700 <sup>(14)</sup> I By Adult Child <sup>(5)</sup>

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

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SEC 2270 (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)	8. F Deriv Sec (Instr. 3)
					(A)	(D)			
Stock Option	\$ 14.0627	^	^	^	^	^	^ <sup>(6)</sup> 07/21/2011	Common Stock	7,875
Stock Option	\$ 16.8578	^	^	^	^	^	^ <sup>(7)</sup> 04/26/2012	Common Stock	5,850
Stock Option	\$ 22.1778	^	^	^	^	^	^ <sup>(8)</sup> 04/25/2013	Common Stock	5,467
Stock Option	\$ 24.2933	^	^	^	^	^	^ <sup>(9)</sup> 04/23/2014	Common Stock	6,360
Stock Option	\$ 32.4	^	^	^	^	^	^ <sup>(10)</sup> 04/22/2015	Common Stock	5,445
Stock Option	\$ 21.8067	^	^	^	^	^	^ <sup>(11)</sup> 04/22/2016	Common Stock	5,880
Stock Option	\$ 29.38	^	^	^	^	^	^ <sup>(12)</sup> 04/28/2017	Common Stock	5,055

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARET ELIZEBETH R AMERICAN SECURITIES GROUP LLC	^ X	^	^	^

220 EAST 42ND STREET, SUITE 3105  
NEW YORK, NY 10017

## Signatures

/s/Kathryn E. Sena, attorney-in-fact for Ms.  
Varet

02/01/2011

\_\_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) Held by trust of which the reporting person is a co-trustee or co-beneficiary.  
On December 13, 2010, the reporting person resigned as trustee of a trust holding 46,342 shares, identified by the name of Benjamin R. Sigelman under Trust Indenture and Agreement dated September 28, 1951. As a result, the reporting person is no longer required to report transactions or holdings of shares owned by such trust.
- (3) The reporting person is a managing member of the limited liability company which holds the securities for the benefit of the reporting person's adult child. The reporting person disclaims any beneficial ownership of these securities.
- (4) These shares are held in a trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities.
- (5) The reporting person has a power of attorney over the securities. The reporting person disclaims beneficial ownership of these securities.
- (6) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (8) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (9) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (10) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
- (11) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (12) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (13) This amount does not reflect the 3-for-2 stock split effective December 21, 2010 because the transaction occurred prior to that date.
- (14) All balances in the "Amount of Securities Beneficially Owned Following Reported Transactions" column reflect a 3-for-2 stock split effective December 21, 2010.

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.