ZAPICO DAVID A

Form 4

September 08, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and A                       | Address of Report | ting Person * | 2. Issuer Name :<br>Symbol       | and Ticker or Trading       | 5. Relationship of Reporting Person(s) to Issuer  |                |          |  |
|-------------------------------------|-------------------|---------------|----------------------------------|-----------------------------|---|----------------|----------|--|
| (Last)                              | (First)           | (Middle)      | AMETEK INC  3. Date of Earlies   |                             | (Check  | all applicable | ;)       |  |
| 37 NORTH VALLEY<br>ROAD, BUILDING 4 |                   |               | (Month/Day/Year<br>09/07/2010    | ·)                          | Director 10% Owner _X Officer (give title Other (specify below)  PRES ELECTRONIC INSTRUMENT |                |          |  |
|                                     | (Street)          |               | 4. If Amendment Filed(Month/Day/ | Č                           | 6. Individual or Join<br>Applicable Line)   | t/Group Filin  | ng(Check |  |
| PAOLI, PA                           | . 19301-0801      |               |                                  |                             | _X_ Form filed by On-<br>Form filed by Mor<br>Person  |                |          |  |
| (City)                              | (State)           | (Zip)         | Table I - No                     | n-Derivative Securities Acq | uired, Disposed of, o   | or Beneficial  | ly Owned |  |
| 1.Title of                          | 2. Transaction    | Date 2A. Deer | med 3.                           | 4. Securities Acquired (A   | A) 5. Amount of   | 6.             | 7. Natur |  |

| (City)                               | (State) (                            | Zip) Table  | e I - Non-D   | erivative S | Securi | ities Acquire        | ed, Disposed of, o  | r Beneficially  | Owned |
|--------------------------------------|--------------------------------------|---|---|-------------|--------|----------------------|---|---|-------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or |             |        |                      | 5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |       |
|                                      |                                      |   | Code V  | Amount      | (D)    | Price                | (Instr. 3 and 4)  |   |       |
| Common<br>Stock                      | 09/07/2010                           |   | M   | 7,500       | A      | \$ 17.45             | 94,767  | D   |       |
| Common<br>Stock                      | 09/07/2010                           |   | M   | 18,200      | A      | \$ 20.27             | 112,967   | D   |       |
| Common<br>Stock                      | 09/07/2010                           |   | S   | 7,500       | D      | \$ 45.1606 (3)       | 105,467   | D   |       |
| Common<br>Stock                      | 09/07/2010                           |   | S   | 18,200      | D      | \$<br>45.0794<br>(4) | 87,267  | D   |       |
|                                      | 09/07/2010                           |   | S   | 5,500       | D      | \$ 45                | 81.767  | D   |       |

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| Common<br>Stock      |            |   |          |                 |        |   |
|----------------------|------------|---|----------|-----------------|--------|---|
| Common<br>Stock      | 09/08/2010 | S | 29,632 D | \$ 45.06<br>(5) | 52,135 | D |
| Common<br>Stock/serp |            |   |          |                 | 13,101 | 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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of conDerivative 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|---|--|--|--------|--|--------------------|---|-------------------------------------|
|   |   |                                      |   | Code V                                 | (A)  | (D)    | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 17.45  | 09/07/2010                           |   | M                                      |  | 7,500  | <u>(1)</u>   | 05/17/2011         | Common<br>Stock   | 7,500                               |
| Stock<br>Option                                     | \$ 20.27  | 09/07/2010                           |   | M                                      |  | 18,200 | (2)  | 09/21/2011         | Common<br>Stock   | 18,200                              |
| Stock<br>Option                                     | \$ 25.2867  |                                      |   |  |  |        | <u>(6)</u>   | 04/26/2012         | Common<br>Stock   | 22,815                              |
| Stock<br>Option                                     | \$ 33.2667  |                                      |   |  |  |        | <u>(7)</u>   | 04/25/2013         | Common<br>Stock   | 22,485                              |
| Stock<br>Option                                     | \$ 36.44  |                                      |   |  |  |        | (8)  | 04/23/2014         | Common<br>Stock   | 25,720                              |
| Stock<br>Option                                     | \$ 48.6   |                                      |   |  |  |        | <u>(9)</u>   | 04/22/2015         | Common<br>Stock   | 24,910                              |
| Stock<br>Option                                     | \$ 32.71  |                                      |   |  |  |        | (10)   | 04/22/2016         | Common<br>Stock   | 37,530                              |
| Stock<br>Option                                     | \$ 44.07  |                                      |   |  |  |        | <u>(11)</u>  | 04/28/2017         | Common<br>Stock   | 21,170                              |

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZAPICO DAVID A 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801

PRES. - ELECTRONIC INSTRUMENTS

## **Signatures**

/s/ David A. 2apico 09/08/2010

\*\*Signature of Reporting Person

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- \*\* 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 installments beginning on May 18, 2005.
- (2) The stock options will become exercisable in four equal installments beginning on September 22, 2005.
- (3) The shares were sold at prices ranging from \$45.07 to \$45.52 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- (4) The shares were sold at prices ranging from \$45.01 to \$45.185 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- (5) The shares were sold at prices ranging from \$45.00 to \$45.22 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- (6) The stock options will become exercisable in four equal installments beginning on April 27, 2006.
- (7) The stock options will become exercisable in four equal installments beginning on April 26, 2007.
- (8) The stock options will become exercisable in four equal installments beginning on April 24, 2008.
- (9) The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- (10) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (11) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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