

AMETEK INC/  
Form DEF 14A  
March 19, 2012  
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## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

## AMETEK, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:





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Notice of 2012  
Annual Meeting  
Proxy Statement  
Annual Financial Information  
and Review of Operations

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Tuesday, May 1, 2012

11:00 a.m. Eastern Daylight Time

InterContinental The Barclay New York

Sutton Room

111 East 48<sup>th</sup> Street

New York, NY 10017

*Dear Fellow Stockholder:*

On behalf of the Board of Directors, it is my pleasure to invite you to attend the 2012 Annual Meeting of Stockholders of AMETEK, Inc. At the Annual Meeting, you will be asked to:

1. Elect three Directors for a term of three years;
2. Cast an advisory vote to approve named executive officer compensation;
3. Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2012; and
4. Transact any other business properly brought before the Annual Meeting.

Only stockholders of record at the close of business on March 16, 2012 will be entitled to vote at the Annual Meeting. Your vote is important. You can vote in one of four ways: (1) via the Internet, (2) by telephone using a toll-free number, (3) by marking, signing and dating your proxy card, and returning it promptly in the enclosed envelope, or (4) by casting your vote in person at the Annual Meeting. Please refer to your proxy card for specific proxy voting instructions.

We have included the annual financial information relating to our business and operations in Appendix A to the Proxy Statement. We also have enclosed a Summary Annual Report.

We hope that you take advantage of the convenience and cost savings of voting by computer or by telephone. A sizable electronic response would significantly reduce return-postage fees.

Whether you expect to attend the meeting or not, we urge you to vote your shares via the Internet, by telephone or by mailing your proxy as soon as possible. Submitting your proxy now will not prevent you from voting your stock at the Annual Meeting if you want to, as your proxy is revocable at your option. We appreciate your interest in AMETEK.

Sincerely,

Frank S. Hermance

*Chairman of the Board*

*and Chief Executive Officer*

Berwyn, Pennsylvania

Dated: March 23, 2012

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 1, 2012**

**Our Notice of 2012 Annual Meeting of Stockholders, Proxy Statement and Annual Report**

**are available at: <http://www.ametek.com/2012proxy>**

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*Principal executive offices*

1100 Cassatt Road

P.O. Box 1764

Berwyn, Pennsylvania 19312-1177

**PROXY STATEMENT**

We are mailing this Proxy Statement and proxy card to our stockholders of record as of March 16, 2012 on or about March 23, 2012. The Board of Directors is soliciting proxies in connection with the election of Directors and other actions to be taken at the Annual Meeting of Stockholders and at any adjournment or postponement of that Meeting. The Board of Directors encourages you to read the Proxy Statement and to vote on the matters to be considered at the Annual Meeting.

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**VOTING PROCEDURES**

**Your vote is very important.** It is important that your views be represented whether or not you attend the Annual Meeting. Stockholders who hold AMETEK shares through a broker, bank or other holder of record receive proxy materials and a Voting Instruction Form either electronically or by mail before each Annual Meeting. Prior to 2010, if you did not transmit your voting instructions before the Annual Meeting, your broker was allowed to vote on your behalf on the election of directors and other matters considered to be routine. Your broker is no longer permitted to vote on your behalf on the election of directors unless you provide specific instructions by completing and returning the Voting Instruction Form or following the instructions provided to you to vote your shares via the Internet or by telephone. For your vote to be counted, you now need to communicate your voting decisions to your broker, bank or other holder of record before the date of the Annual Meeting.

**Who can vote?** Stockholders of record as of the close of business on March 16, 2012 are entitled to vote. On that date, 160,727,448 shares of our Common Stock were issued and outstanding and eligible to vote. Each share is entitled to one vote on each matter presented at the Annual Meeting.

**How do I vote?** You can vote your shares at the Annual Meeting if you are present in person or represented by proxy. You can designate the individuals named on the enclosed proxy card as your proxies by mailing a properly executed proxy card, via the Internet or by telephone. You may revoke your proxy at any time before the Annual Meeting by delivering written notice to the Corporate Secretary, by submitting a proxy card bearing a later date or by appearing in person and casting a ballot at the Annual Meeting.

To submit your proxy by mail, indicate your voting choices, sign and date your proxy card and return it in the postage-paid envelope provided. You may vote via the Internet or by telephone by following the instructions on your proxy card. Your Internet or telephone vote authorizes the persons named on the proxy card to vote your shares in the same manner as if you marked, signed and returned the proxy card to us.

If you hold your shares through a broker, bank or other holder of record, that institution will send you separate instructions describing the procedure for voting your shares.

**What shares are represented by the proxy card?** The proxy card represents all the shares registered in your name. If you participate in the AMETEK, Inc. Investors Choice Dividend Reinvestment & Direct Stock Purchase and Sale Plan, the card also represents any full shares held in your account. If you are an employee who owns AMETEK shares through an AMETEK employee savings plan and also hold shares in your own name, you will receive a single proxy card for the plan shares, which are attributable to the units that you hold in the plan, and the shares registered in your name. Your proxy card or proxy submitted through the Internet or by telephone will serve as voting instructions to the plan trustee.

**How are shares voted?** If you return a properly executed proxy card or submit voting instructions via the Internet or by telephone before voting at the Annual Meeting is closed, the individuals named as proxies on the enclosed proxy card will vote in accordance with the directions you provide. If you return a signed and dated proxy card but do not indicate how the shares are to be voted, those shares will be voted as recommended by the Board of Directors. A valid proxy card or a vote via the Internet or by telephone also authorizes the individuals named as proxies to vote your shares in their discretion on any other matters which, although not described in the Proxy Statement, are properly presented for action at the Annual Meeting.

If your shares are held by a broker, bank or other holder of record, please refer to the instructions it provides for voting your shares. If you want to vote those shares in person at the Annual Meeting, you must bring a signed proxy from the broker, bank or other holder of record giving you the right to vote the shares.

If you are an employee who owns AMETEK shares through an AMETEK employee savings plan and you do not return a proxy card or otherwise give voting instructions for the plan shares, the trustee will vote those shares in the same proportion as the shares for which the trustee receives voting instructions from other participants in that plan. Your proxy voting instructions must be received by April 26, 2012 to enable the savings plan trustee to tabulate the vote of the plan shares prior to the Annual Meeting.



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**How many votes are required?** A majority of the shares of our outstanding Common Stock entitled to vote at the Meeting must be represented in person or by proxy in order to have a quorum present at the Annual Meeting. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a bank, broker or other holder of record holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for the particular proposal and has not received instructions from the beneficial owner. If a quorum is not present, the Annual Meeting will be rescheduled for a later date.

Directors are elected by a plurality of the votes cast, subject to the Company's Corporate Governance Guidelines regarding resignations for Directors who do not receive a majority of for votes. Plurality means that the nominees receiving the largest number of votes cast are elected as Directors up to the maximum number of Directors to be chosen at the Annual Meeting. The approval of the advisory vote on executive compensation and the ratification of the appointment of Ernst & Young LLP require the affirmative vote of the holders of a majority of eligible shares present at the Annual Meeting, in person or by proxy, and voting on the matter. Abstentions and broker non-votes are not counted as votes for or against these proposals. The advisory vote on executive compensation is not binding upon the Company. However, the Board and Compensation Committee will take into account the outcome of this vote when considering future executive compensation arrangements.

**Who will tabulate the vote?** Our transfer agent, American Stock Transfer & Trust Company, will tally the vote, which will be certified by independent inspectors of election.

**Is my vote confidential?** It is our policy to maintain the confidentiality of proxy cards, ballots and voting tabulations that identify individual stockholders, except where disclosure is mandated by law and in other limited circumstances.

**Who is the proxy solicitor?** We have retained Georgeson, Inc. to assist in the distribution of proxy materials and solicitation of votes. We will pay Georgeson, Inc. a fee of \$8,000, plus reimbursement of reasonable out-of-pocket expenses.

## **CORPORATE GOVERNANCE**

In accordance with the Delaware General Corporation Law and our Certificate of Incorporation and By-laws, our business and affairs are managed under the direction of the Board of Directors. We provide information to the Directors about our business through, among other things, operating, financial and other reports, as well as other documents presented at meetings of the Board of Directors and Committees of the Board.

Our Board of Directors currently consists of seven members. They are Anthony J. Conti, Frank S. Hermance, Charles D. Klein, Steven W. Kohlhaugen, James R. Malone, Elizabeth R. Varet and Dennis K. Williams. The biographies of the continuing Directors and Director nominees appear on page 13. The Board is divided into three classes with staggered terms of three years each, so that the term of one class expires at each Annual Meeting of Stockholders.

**Corporate Governance Guidelines and Codes of Ethics.** The Board of Directors has adopted Corporate Governance Guidelines that address the practices of the Board and specify criteria to assist the Board in determining Director independence. These criteria supplement the listing standards of the New York Stock Exchange and the regulations of the Securities and Exchange Commission. Our Code of Ethics and Business Conduct sets forth rules of conduct that apply to all of our Directors, officers and employees. We also have adopted a separate Code of Ethical Conduct for our Chief Executive Officer and senior financial officers. The Guidelines and Codes are available at the Investors section of [www.ametek.com](http://www.ametek.com) as well as in printed form, free of charge to any stockholder who requests them, by writing or telephoning the Investor Relations Department, AMETEK, Inc., 1100 Cassatt Road, P.O. Box 1764, Berwyn, PA 19312-1177 (Telephone Number: 1-800-473-1286). The Board of Directors and our management do not intend to grant any waivers of the provisions of either Code. In the unlikely event a waiver for a Director or an executive officer occurs, the action will be disclosed promptly at our Web site address provided above. If the Guidelines or the Codes are amended, the revised versions also will be posted on our Web site.

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**Meetings of the Board.** Our Board of Directors has five regularly scheduled meetings each year. Special meetings are held as necessary. In addition, management and the Directors frequently communicate informally on a variety of topics, including suggestions for Board or Committee agenda items, recent developments and other matters of interest to the Directors.

The independent Directors meet in executive session at least once a year outside of the presence of any management Directors and other members of our management. The presiding Director at the executive sessions rotates annually among the chairpersons of the Corporate Governance/Nominating Committee, the Compensation Committee and the Audit Committee. The presiding Director at the executive sessions for 2012 is Mr. Klein, the chairperson of the Compensation Committee. During executive sessions, the Directors may consider such matters as they deem appropriate. Following each executive session, the results of the deliberations and any recommendations are communicated to the full Board of Directors.

Directors are expected to attend all meetings of the Board and each Committee on which they serve and are expected to attend the Annual Meeting of Stockholders. Our Board met in person a total of four times and three times by telephone in 2011. Each of the Directors attended at least 75% of the meetings of the Board and the Committees to which the Director was assigned. All of the Directors attended the 2011 Annual Meeting of Stockholders.

**Independence.** The Board of Directors has affirmatively determined that each of the current non-management Directors, Anthony J. Conti, Charles D. Klein, Steven W. Kohlhagen, James R. Malone, Elizabeth R. Varet and Dennis K. Williams, has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us) and, therefore, is an independent Director within the meaning of the New York Stock Exchange rules. The Board has further determined that each member of the Audit, Compensation and Corporate Governance/Nominating Committees is independent within the meaning of the New York Stock Exchange rules. The members of the Audit Committee also satisfy Securities and Exchange Commission regulatory independence requirements for audit committee members.

The Board has established the following standards to assist it in determining Director independence: A Director will not be deemed independent if: (i) within the previous three years or currently, (a) the Director has been employed by us; (b) someone in the Director's immediate family has been employed by us as an executive officer; or (c) the Director or someone in her/his immediate family has been employed as an executive officer of another entity that concurrently has or had as a member of its compensation committee of the board of directors any of our present executive officers; (ii) (a) the Director is a current partner or employee of a firm that is the Company's internal or external auditor; (b) someone in the Director's immediate family is a current partner of such a firm; (c) someone in the Director's immediate family is a current employee of such a firm and personally works on the Company's audit; or (d) the Director or someone in the Director's immediate family is a former partner or employee of such a firm and personally worked on the Company's audit within the last three years; (iii) the Director received, or someone in the Director's immediate family received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from us, other than Director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) and, in the case of an immediate family member, other than compensation for service as our employee (other than an executive officer). The following commercial or charitable relationships will not be considered material relationships: (i) if the Director is a current employee or holder of more than ten percent of the equity of, or someone in her/his immediate family is a current executive officer or holder of more than ten percent of the equity of, another company that has made payments to, or received payments from us for property or services in an amount which, in any of the last three fiscal years of the other company, does not exceed \$1 million or two percent of the other company's consolidated gross revenues, whichever is greater, or (ii) if the Director is a current executive officer of a charitable organization, and we made charitable contributions to the charitable organization in any of the charitable organization's last three fiscal years that do not exceed \$1 million or two percent of the charitable organization's consolidated gross revenues, whichever is greater. For the purposes of these categorical standards, the terms "immediate family member" and "executive officer" have the meanings set forth in the New York Stock Exchange's corporate governance rules.

All independent Directors satisfied these categorical standards.

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**Communication with Non-Management Directors and Audit Committee.** Stockholders and other parties who wish to communicate with the non-management Directors may do so by calling 1-877-263-8357 (in the United States and Canada) or 1-610-889-5271. If you prefer to communicate in writing, address your correspondence to the Corporate Secretary Department, Attention: Non-Management Directors, AMETEK, Inc., 1100 Cassatt Road, P.O. Box 1764, Berwyn, PA 19312-1177.

You may address complaints regarding accounting, internal accounting controls or auditing matters to the Audit Committee by calling 1-866-531-3079 (Domestic English only) or 1-866-551-8006 (International Other Languages).

**Committees of the Board.** Our Board Committees include Audit, Compensation, Corporate Governance/Nominating, and Executive. The charters of the Audit, Compensation and Corporate Governance/Nominating Committees are available at the Investors section of [www.ametek.com](http://www.ametek.com) as well as in printed form, free of charge to any stockholder who requests them, by writing or telephoning the Investor Relations Department, AMETEK, Inc., 1100 Cassatt Road, P.O. Box 1764, Berwyn, PA 19312-1177 (Telephone Number: 1-800-473-1286). Each of the Audit, Compensation and Corporate Governance/Nominating Committees conducts an annual assessment to assist it in evaluating whether, among other things, it has sufficient information, resources and time to fulfill its obligations and whether it is performing its obligations effectively. Each Committee may retain advisors to assist it in carrying out its responsibilities.

*The Audit Committee* has the sole authority to retain, compensate, terminate, oversee and evaluate our independent auditors. In addition, the Audit Committee is responsible for:

review and approval in advance of all audit and lawfully permitted non-audit services performed by the independent auditors;

review and discussion with management and the independent auditors regarding the annual audited financial statements and quarterly financial statements included in our Securities and Exchange Commission filings and quarterly sales and earnings announcements;

oversight of our compliance with legal and regulatory requirements;

review of the performance of our internal audit function;

meeting separately with the independent auditors and our internal auditors as often as deemed necessary or appropriate by the Committee; and

review of major issues regarding accounting principles, financial statement presentation and the adequacy of internal controls.

The Committee met nine times during 2011. The Board of Directors has determined that Anthony J. Conti is an audit committee financial expert within the meaning of the Securities and Exchange Commission's regulations. The members of the Committee are Anthony J. Conti Chairperson, Steven W. Kohlhagen, James R. Malone and Dennis K. Williams.

*The Compensation Committee* is responsible for, among other things:

establishment and periodic review of our compensation philosophy and the adequacy of the compensation plans for our officers and other employees;

establishment of compensation arrangements and incentive goals for officers at the Corporate Vice President level and above and administration of compensation plans;

review of the performance of officers at the Corporate Vice President level and above and award of incentive compensation, exercising discretion and adjusting compensation arrangements as appropriate;

review and monitoring of management development and succession plans; and

periodic review of the compensation of non-employee Directors.

The Committee met six times during 2011. The members of the Committee are Charles D. Klein Chairperson, James R. Malone and Elizabeth R. Varet. In carrying out its duties, the Compensation Committee made compensation decisions for 39 officers as of December 31, 2011, including all executive officers. The Committee's charter

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provides that, in setting compensation for the Chief Executive Officer, the Committee will review and evaluate the Chief Executive Officer's performance and leadership, taking into account the views of other members of the Board. The charter further provides that, with the participation of the Chief Executive Officer, the Committee is to evaluate the performance of other officers and determine compensation for these officers. In this regard, Compensation Committee meetings are regularly attended by the Chief Executive Officer. The Chief Executive Officer does not participate in the determination of his own compensation. The Compensation Committee has authority under the charter to retain and set compensation for compensation consultants and other advisors that the Committee may engage. The Compensation Committee charter does not provide for delegation of the Committee's duties and responsibilities other than to one or more members of the Committee when appropriate.

Management engaged Pay Governance LLC to provide executive and Director compensation consulting services. Pay Governance provided no other services for the Company.

We ask Pay Governance to provide comparative data regarding compensation levels for seasoned managers who have job functions and responsibilities that are similar to those of our executives. Specifically, we ask Pay Governance to compare our executives' compensation to the 50<sup>th</sup> percentile of compensation for similarly positioned executives in a general industry group consisting of over 500 companies. Based on this data, our human resources department develops summaries for the Compensation Committee, indicating competitive compensation levels for our executives that would correspond to the 50<sup>th</sup> percentile, thereby assisting the Compensation Committee in its evaluation of our executives' compensation. See Compensation Discussion and Analysis 2011 Compensation Determination of Competitive Compensation for further information.

*The Corporate Governance/Nominating Committee* is responsible for, among other things:

selection of nominees for election as Directors, subject to ratification by the Board;

recommendation of a Director to serve as Chairperson of the Board;

recommendation to the Board of the responsibilities of Board Committees and each Committee's membership;

oversight of the annual evaluation of the Board and the Audit and Compensation Committees; and

review and assessment of the adequacy of our Corporate Governance Guidelines.

The Committee met five times during 2011. The members of the Committee are James R. Malone Chairperson, Charles D. Klein and Dennis K. Williams.

*The Pension Investment Committee* was originally established to supervise and monitor the investment activities of our retirement plan's assets, to review the administration of the plan, including compliance, and investment manager and trustee performance related to the plan, and to consider the results of independent audits of the plan. The Committee met two times in 2011. The Board determined that the management of the Company can itself perform the tasks of the Committee and dissolved the Committee on May 3, 2011.

*The Executive Committee* has limited powers to act on behalf of the Board whenever the Board is not in session. The Committee did not meet during 2011. The members of the Committee are Frank S. Hermance Chairperson, Charles D. Klein, Elizabeth R. Varet and Dennis K. Williams.

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**Board Leadership Structure.** We currently utilize the traditional U.S. board leadership structure, under which our Chief Executive Officer also serves as Chairman of the Board of Directors. We believe that this leadership structure is in the best interests of our Company. The CEO serves as a bridge between management and the Board, ensuring that both groups act with a common purpose. Having one person serve as both CEO and Chairman of the Board provides clear leadership for our Company, with a single person setting the tone and having primary responsibility for managing our operations. Splitting the role of CEO and Chairman of the Board would create the potential for confusion or duplication of efforts, and would weaken our Company's ability to develop and implement strategy. In contrast, we believe that our Company's current leadership structure with the combined Chairman/CEO leadership role enhances the Chairman/CEO's ability to provide insight and direction on important strategic initiatives to both management and the independent Directors.

In addition, our Board and Committee composition ensures independence and protects against too much power being placed with the Chairman and CEO. Currently, all of our Directors (other than Mr. Hermance) and each member of the Audit, Corporate Governance/Nominating and Compensation Committees meet the independence requirements of the New York Stock Exchange and our Corporate Governance Guidelines categorical standards for determining Director independence. Pursuant to our Corporate Governance Guidelines, each independent Director has the ability to raise questions directly with management and request that topics be placed on the Board agenda for discussion. Currently, independent Directors directly oversee such critical matters as the integrity of the Company's financial statements, the compensation of executive management, the selection and evaluation of Directors and the development and implementation of the Company's corporate governance policies and structures. Further, the Compensation Committee conducts an annual performance review of the Chairman and CEO and, based upon this review, approves the CEO's annual compensation, including salary, bonus, incentive and equity compensation.

We do not have a designated lead independent Director. It is our policy that independent Directors meet in executive session at least once a year outside of the presence of any management Directors or any other members of our management. The presiding Director at the executive sessions rotates among the chairpersons of the Corporate Governance/Nominating Committee, the Compensation Committee and the Audit Committee. This policy provides for leadership at all meetings or executive sessions without making it necessary to designate a lead Director who would be required to expend substantial extra time in order to perform these same duties.

**Risk Oversight.** In accordance with New York Stock Exchange rules and our Audit Committee's charter, our Audit Committee has primary responsibility for overseeing risk management for the Company. Nevertheless, our entire Board of Directors, and each other Committee of the Board, is actively involved in overseeing risk management. Our Board of Directors, and each of its Committees, regularly consider various potential risks at their meetings during discussion of the Company's operations and consideration of matters for approval. In addition, the Company has an active risk management program. A committee composed of senior executives, including the Chief Executive Officer, the Chief Financial Officer, the Comptroller and the Group Presidents, meets several times a year to review our internal risks, including those relating to our operations, strategy, financial condition, compliance and employees, and our external risks, including those relating to our markets, geographic locations, regulatory environment and economic outlook. The committee analyzes various potential risks for severity, likelihood and manageability, and develops action plans to address those risks. The committee presents its findings to the Audit Committee of the Board on a quarterly basis and to the full Board of Directors annually.

**Consideration of Director Candidates.** The Corporate Governance/Nominating Committee seeks candidates for Director positions who help create a collective membership on the Board with varied backgrounds, experience, skills, knowledge and perspective. In addition, Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions that they can make to the Company. The Committee also seeks a Board that reflects diversity, including but not limited to race, gender, ethnicity, age and experience. This is implemented by the Committee when it annually considers diversity in the composition of the Board prior to recommending candidates for nomination as Directors. The Committee solicits input from Directors regarding their views on the sufficiency of Board diversity. This occurs through the annual self-assessment process. The Committee assesses the effectiveness of Board diversity by considering the various skills, experiences, knowledge, backgrounds and perspectives of the members of the Board of Directors. The Committee then considers whether the Board possesses, in its judgment, a sufficient diversity of those attributes.

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Stockholders can recommend qualified candidates for Director by writing to the Corporate Secretary, AMETEK, Inc., 1100 Cassatt Road, P.O. Box 1764, Berwyn, PA 19312-1177. Stockholder submissions must include the following information: (1) the name of the candidate and the information about the individual that would be required to be included in a proxy statement under the rules of the Securities and Exchange Commission; (2) information about the relationship between the candidate and the recommending shareholder; (3) the consent of the candidate to serve as a Director; and (4) proof of the number of shares of our Common Stock that the recommending stockholder owns and the length of time that the shares have been owned. To enable consideration of a candidate in connection with the 2013 Annual Meeting, a stockholder must submit materials relating to the recommended candidate no later than November 22, 2012. In considering any candidate proposed by a stockholder, the Corporate Governance/Nominating Committee will reach a conclusion based on the criteria described above in the same manner as for other candidates. The Corporate Governance/Nominating Committee also may seek additional information regarding the candidate. After full consideration by the Corporate Governance/Nominating Committee, the stockholder proponent will be notified of the decision of the Committee.

**Director Compensation.** Standard compensation arrangements for Directors in 2011 are described below.

**Fees** Non-employee Directors received an annual fee of \$55,000. Mr. Klein, the Chairman of the Compensation Committee, and Mr. Malone, the Chairman of the Corporate Governance/Nominating Committee, both received an annual fee of \$62,500. Mr. Kohlhagen, the Chairman of the Pension Investment Committee, which Committee was dissolved on May 3, 2011, received \$57,555 which was the pro rata portion of his annual fee. Mr. Gordon, who retired from the Board and resigned as the Chairman of the Audit Committee on May 3, 2011, received \$25,549 which was the pro rata portion of his annual fee. Mr. Steinmann, who retired from the Board on May 3, 2011, received \$18,736 which was the pro rata portion of his annual fee. Mr. Conti, who replaced Mr. Gordon as the Chairman of the Audit Committee on May 3, 2011, received \$68,242 which was the pro rata portion of his annual fee. In addition, non-employee Directors received \$3,750 for each of the four in-person meetings of the Board of Directors they attended. There were no additional fees for attendance at the Board meetings held by telephone or Committee meetings.

**Restricted Stock** On May 3, 2011, under our 2007 Omnibus Incentive Compensation Plan, each non-employee Director received a restricted stock award of 1,000 shares of our Common Stock. These restricted shares vest on the earliest to occur of:

the closing price of our Common Stock on any five consecutive trading days equaling or exceeding \$89.48,

the death or disability of the Director,

the Director's termination of service as a member of AMETEK's Board of Directors in connection with a change of control, or

the second anniversary of the date of grant, namely May 3, 2013, provided the Director has served continuously through that date.

**Restricted Stock Vestings** On April 6, 2011, the price-related event for accelerated vesting of the restricted stock granted on April 23, 2009 to Messrs. Gordon, Klein, Kohlhagen, Malone, Steinmann and Williams and Ms. Varet occurred. The total value realized on vesting is equal to (1) the closing price per share of our Common Stock on April 6, 2011 (\$44.62), multiplied by the number of shares acquired on vesting, (2) the dividends accrued since the date of award, and (3) the interest accrued on these dividends.

Also, on April 25, 2011, the 4-year cliff vesting of the restricted stock granted on April 24, 2007 to Messrs. Gordon, Klein, Kohlhagen, Malone, Steinmann and Williams and Ms. Varet occurred. The total value realized on vesting is equal to (1) the closing price per share of our Common Stock on April 25, 2011 (\$46.18), multiplied by the number of shares acquired on vesting, minus the par value per share paid by the Director, (2) the dividends accrued since the date of award, and (3) the interest accrued on these dividends.

**Options** On May 3, 2011, under our 2007 Omnibus Incentive Compensation Plan, each non-employee Director received an option to purchase 2,700 shares of our Common Stock, at an exercise price equal to the closing price of AMETEK's Common Stock, as reported on the New York Stock Exchange consolidated tape on that date. Stock options become exercisable as to the underlying shares in four equal annual installments beginning one year after the date of grant.



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The following table provides information regarding Director compensation in 2011, which reflects the standard compensation described above and certain other payments. The table does not include compensation for reimbursement of travel expenses related to attending Board, Committee and AMETEK business meetings, and approved educational seminars. In addition, the table does not address compensation for Mr. Hermance, which is addressed under Executive Compensation beginning on page 15. Mr. Hermance does not receive additional compensation for serving as a Director.

**DIRECTOR COMPENSATION 2011**

Name	Fees Earned or Paid in Cash	Stock Awards (1)	Option Awards (2)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation	All Other Compensation (3)	Total
					Earnings		
Anthony J. Conti	\$ 83,242	\$ 44,740	\$ 30,672		\$	\$ 432	\$ 159,086
Sheldon S. Gordon (retired on May 3, 2011)	29,299				131,600	75,114	236,013
Charles D. Klein	77,500	44,740	30,672		25,800	1,015	179,727
Steven W. Kohlhagen	72,555	44,740	30,672			1,015	148,982
James R. Malone	77,500	44,740	30,672		72,000	1,015	225,927
David P. Steinmann (retired on May 3, 2011)	22,486				105,700	75,114	203,300
Elizabeth R. Varet	70,000	44,740	30,672		64,200	1,015	210,627
Dennis K. Williams	70,000	44,740	30,672			1,015	146,427

- The amounts shown for stock awards relate to restricted shares granted under our 2007 Omnibus Incentive Compensation Plan. These amounts are equal to the grant date fair value, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, *Compensation - Stock Compensation*, which we refer to below as ASC 718, but without giving effect to estimated forfeitures related to service-based vesting conditions. At December 31, 2011, Messrs. Klein, Kohlhagen, Malone, and Williams and Ms. Varet each held 4,360 restricted shares and Mr. Conti held 2,032 restricted shares.
- The amounts shown for option awards relate to stock options granted under our 2007 Omnibus Incentive Compensation Plan. These amounts are equal to the grant date fair value, computed in accordance with ASC 718, but without giving effect to estimated forfeitures. The assumptions used in determining the amounts in this column are set forth in Note 11 to our Consolidated Financial Statements on page 40 of Appendix A to this proxy statement. At December 31, 2011, Messrs. Klein, Kohlhagen, Malone and Williams each held options to purchase 30,907 shares of our Common Stock, Ms. Varet held options to purchase 36,757 shares of our Common Stock and Mr. Conti held options to purchase 5,871 shares of our Common Stock.
- The amounts shown for Messrs. Gordon and Steinmann include lump sum cash payments, in the amount of \$75,013 each, in recognition of their long and valued service to the Board.

Directors who first became members of the Board of Directors prior to January 1, 1997 participate in a retirement plan for Directors. Under this plan, each non-employee Director who has provided at least three years of service to us as a Director receives an annual retirement benefit equal to 100% of that Director's highest annual rate of cash compensation during the Director's service with the Board. Ms. Varet has accrued an annual retirement benefit of \$70,000. Messrs. Klein and Malone have accrued an annual retirement benefit of \$77,500.

Directors who first became members of the Board of Directors prior to July 22, 2004 participate in our Death Benefit Program for Directors. Messrs. Klein and Malone and Ms. Varet participate in this program. Under this program, each non-employee Director has an individual agreement that pays the Director (or the Director's beneficiary in the event of the Director's death) an annual amount equal to 100% of that Director's highest annual rate of cash compensation during the Director's service with the Board. The payments are made for 10 years beginning at the earlier of (a) the Director's being retired and having attained age 70 or (b) the Director's death. The program is funded by individual life insurance policies that we purchased on the lives of the Directors. In addition, non-employee Directors who first became members of the Board of Directors prior to July 27, 2005 have a group term life insurance benefit of \$50,000. We retain the right to terminate any of the individual agreements under certain circumstances.



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Directors, on or after June 1, 2011, are able to participate in a deferred compensation plan for Directors. Under this plan, a Director may defer payment of his or her fees. In advance of the year in which the fees will be paid, a Director may elect to defer all or part of his or her fees into a notional investment in our Common Stock, in an interest-bearing account, or in both. A Director generally may elect to have the value of his or her account distributed following retirement, either in a lump sum or in up to five annual installments, or in the form of an in-service distribution, payable either in a lump sum or in up to five annual installments commencing on a date specified by the Director in his or her distribution election. Payments may commence sooner upon the Director's earlier separation from service, upon the death of the Director, in the event of an unforeseeable financial emergency or upon a change of control. Payments from the notional Common Stock fund are made in shares of our Common Stock, while payments from the interest-bearing account are paid in cash.

**Mandatory Retirement.** The retirement policy for our Board of Directors prohibits a Director from standing for re-election following his or her 75<sup>th</sup> birthday.

**Certain Relationships and Related Transactions.** Mr. Hermance's son is employed by us in a non-executive officer capacity as a Divisional Vice President and received total compensation, as such amount is calculated for the named executive officers in the Summary Compensation Table on page 23, of approximately \$400,000 in 2011.

Under our written related party transactions policy, transactions that would require disclosure under SEC regulations must be approved in advance by the Audit Committee. Applicable SEC regulations generally require disclosure of all transactions since the beginning of a corporation's last fiscal year, or any currently proposed transaction, exceeding \$120,000 in which the corporation or any of its subsidiaries is participating and in which any of the following related persons had, or will have, a direct or indirect material interest: (1) any of the corporation's directors, director nominees, or executive officers, (2) any beneficial owner of more than 5% of the corporation's common stock and (3) any member of the immediate family of any of the foregoing persons. The term immediate family includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing the same household as the person.

Prior to entering into a transaction covered by the policy, the person proposing to enter into the transaction must provide a notice to our Vice President - Corporate Compliance and Auditing, who must promptly forward the notice to the Chairman of the Audit Committee. Following such inquiry as the Audit Committee deems appropriate, the transaction is permissible if the Audit Committee finds that, notwithstanding the involvement of a related person, there is an appropriate business reason to approve the transaction.

The transaction described above was ratified by the Audit Committee under the policy.

**ADVANCE NOTICE PROCEDURES**

In accordance with our By-Laws, stockholders must give us notice relating to nominations for Director or proposed business to be considered at our 2013 Annual Meeting of Stockholders no earlier than December 31, 2012 and no later than January 30, 2013. These requirements do not affect the deadline for submitting stockholder proposals for inclusion in the proxy statement or for recommending candidates for consideration by the Corporate Governance/Nominating Committee, nor do they apply to questions a stockholder may wish to ask at the Annual Meeting. Stockholders may request a copy of the By-Law provisions discussed above from the Corporate Secretary, AMETEK, Inc., 1100 Cassatt Road, P.O. Box 1764, Berwyn, PA 19312-1177.

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**STOCKHOLDER PROPOSALS FOR THE 2013 PROXY STATEMENT**

To be considered for inclusion in the proxy statement for the 2013 Annual Meeting of Stockholders, stockholder proposals must be received at our executive offices no later than November 22, 2012.

**REPORT OF THE AUDIT COMMITTEE**

The responsibilities of the Audit Committee are set forth in its charter, which is accessible at the Investors section of [www.ametek.com](http://www.ametek.com). Among other things, the charter charges the Committee with the responsibility for reviewing AMETEK's audited financial statements and the financial reporting process. In fulfilling its oversight responsibilities, the Committee reviewed with management and Ernst & Young LLP, AMETEK's independent registered public accounting firm, the audited financial statements contained in AMETEK's 2011 Annual Report on Form 10-K and included in Appendix A to this Proxy Statement. The Committee discussed with Ernst & Young LLP the matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as amended (AICPA, *Professional Standards*, Vol. 1. AU Section 380) as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

In addition, the Committee received the written disclosures and letter from Ernst & Young LLP required by Public Company Accounting Oversight Board Rule 3526, *Communication with Audit Committees Concerning Independence*, and has discussed with Ernst & Young LLP its independence.

The Committee discussed with AMETEK's internal auditors and Ernst & Young LLP the overall scope and plans for their respective audits. The Committee met with the internal auditors and Ernst & Young LLP, with and without management present, to discuss the results of their examinations, their evaluations of AMETEK's disclosure control process and internal control over financial reporting, and the overall quality of AMETEK's financial reporting. The Committee held nine meetings during 2011, which included telephone meetings prior to quarterly earnings announcements.

Based on the reviews and discussions referred to above, the Committee recommended to the Board of Directors, and the Board approved, the inclusion of the audited financial statements in AMETEK's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, for filing with the Securities and Exchange Commission.

Respectfully submitted,

The Audit Committee:

*Anthony J. Conti, Chairperson*

*Steven W. Kohlhagen*

*James R. Malone*

*Dennis K. Williams*

Dated: March 23, 2012

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**ELECTION OF DIRECTORS**

**(Proposal 1 on Proxy Card)**

The nominees for election at this year's Annual Meeting are James R. Malone, Elizabeth R. Varet and Dennis K. Williams. Messrs. Malone and Williams and Ms. Varet have been nominated to serve as Class III Directors and, if elected, will serve until the Annual Meeting in 2015.

All proxies received will be voted for the election of the nominees unless the stockholder submitting the proxy gives other instructions. Nominees will be elected by holders of a plurality of shares represented either in person or by proxy at the Annual Meeting and entitled to vote. Under our Company's Corporate Governance Guidelines, in an uncontested election, any nominee for Director who receives a greater number of withheld votes than for votes is required to promptly tender his or her resignation for consideration by the Corporate Governance/Nominating Committee of the Board of Directors. The Committee will promptly consider the resignation tendered by the Director and will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will weigh all factors deemed relevant to the Committee, including the reasons for the withheld votes by stockholders, the length of service and qualifications of the Director, and the Director's contributions to the Company. No Director whose tendered resignation is under consideration will participate in the deliberation process as a member of the Corporate Governance/Nominating Committee or the process of the Board described below. The Board will act on the Corporate Governance/Nominating Committee's recommendation within 90 days following certification of the stockholder vote. In considering the Corporate Governance/Nominating Committee's recommendation, the Board will weigh the factors considered by the Committee and any additional information deemed relevant by the Board. To the extent that one or more Directors' resignations are accepted by the Board, the Corporate Governance/Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

If any nominee is unable to serve, the shares represented by all valid proxies will be voted for the election of such other person as the Board may nominate, unless the Board determines to reduce the number of Directors. The Directors' biographies are set forth on page 13.

**Your Board of Directors Recommends a Vote FOR Each of the Nominees.**

**ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION**

**(Proposal 2 on Proxy Card)**

In accordance with the results of the advisory vote at the Company's 2011 Annual Meeting, our Board determined to implement an annual non-binding stockholder vote on our executive compensation (commonly referred to as "Say-on-Pay"). Our Board has had a long-standing commitment to good corporate governance and recognizes the interest that investors have in executive compensation. We also are committed to achieving a high level of total return to our stockholders.

We encourage you to review the Compensation Discussion and Analysis beginning on page 15 of this proxy statement, as well as the 2011 Summary Compensation table and related compensation tables and narrative, appearing on pages 23 through 34, which provide detailed information on the Company's compensation policies and practices and the compensation of our named executive officers. We believe that our compensation program is designed to attract, motivate and retain the talent required to achieve the short- and long-term performance goals necessary to create shareholder value. Our balanced approach to executive compensation through a combination of base pay, annual incentives and long-term incentives, with a mix of cash and non-cash awards, aligns with creating and sustaining stockholder value. The result of our compensation program is reflected in the total return to our stockholders.

In 2011, our Company's total return to stockholders, including cash and stock dividends, was 8% compared with 2% for the Russell 1000 and -9% for the Dow Jones U.S. Electronic Equipment Index. For the last three years ended December 31, 2011, our total return to stockholders has been 29% compounded annually as compared to 15% for the Russell 1000 and 21% for the Dow Jones U.S. Electronic Equipment Index. When compared to the total stockholder returns generated by Pay Governance's general industry group used for compensation comparisons (see pages 15-16), our Company's total stockholder returns were in the top quartile for the one-, three- and five-year periods. For the year ended December 31, 2011, we grew our revenues by 21% and our earnings per share by 35%, resulting in the most profitable year in the history of our Company.

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The Board strongly endorses the Company's executive compensation program and recommends that the stockholders vote in favor of the following resolution:

RESOLVED, that the stockholders approve the compensation of the Company's executives named in the Summary Compensation Table, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure includes the Compensation Discussion and Analysis and the accompanying compensation tables and related material disclosed in this Proxy Statement).

Although the vote is non-binding, our Board and Compensation Committee will take into account the outcome of the vote when making future decisions about the Company's executive compensation policies and procedures.

**Your Board of Directors Recommends a Vote FOR the Approval of the Company's Executive Compensation.**

**RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
(Proposal 3 on Proxy Card)**

The Audit Committee has appointed the firm of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012. Ernst & Young LLP and its predecessor has served continuously as our independent auditors since our incorporation in 1930. Although action by stockholders on this matter is not required, the Audit Committee believes that it is appropriate to seek stockholder ratification of this appointment, and the Audit Committee may reconsider the appointment if the stockholders do not ratify it.

Fees billed to us by Ernst & Young LLP for services rendered in 2011 and 2010 totaled \$5,251,000 and \$5,750,000 respectively, and consisted of the following:

	2011	2010
Audit fees	\$ 4,203,000	\$ 4,186,000
Audit-related fees	326,000	258,000
Tax fees	720,000	1,304,000
All other fees	2,000	2,000
<b>Total</b>	<b>\$ 5,251,000</b>	<b>\$ 5,750,000</b>

Audit fees includes amounts for statutory audits and attestation services related to our internal control over financial reporting for compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

The amounts shown for Audit-related fees primarily include fees for audits of employee benefit plans and due diligence in connection with acquisitions.

The amounts shown for Tax fees relate to federal and state tax advice, acquisition tax planning, assistance with international tax compliance and international tax consulting.

The amounts shown for All other fees primarily relate to online accounting research subscriptions.

The affirmative vote of the holders of a majority of eligible shares present at the Annual Meeting, in person or by proxy, and voting on the matter is required to ratify the appointment of Ernst & Young LLP.

Representatives of Ernst & Young LLP will be present at the Annual Meeting. They will have an opportunity to make a statement if they desire and will be available to respond to appropriate questions.

**Your Board of Directors Recommends a Vote FOR Ratification.**



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**THE BOARD OF DIRECTORS**

As discussed under "Consideration of Director Candidates", the Corporate Governance/Nominating Committee analyzes a number of factors when considering Directors for selection to the Board. Each of our Directors has been selected based on their demonstrated leadership and significant experience in areas significant to our Company; ability to offer advice and guidance based upon that experience and expertise; sound business judgment; and character and integrity that support the core values of the Company. The biographical information set forth below includes a description of each Director's background that supported the Board's consideration of that Director for nomination. Unless we indicate otherwise, each Director has maintained the principal occupation and directorships described below for more than five years.

**Class III: Nominees for election at this Annual Meeting for terms expiring in 2015:**

**JAMES R. MALONE**  
 Director since 1994  
 Age 69  
 Mr. Malone is founder and Managing Partner of Qorval LLC. Mr. Malone brings to the Board considerable experience and insight into issues facing large public companies gained as CEO of four Fortune 500 companies, and as a director of a number of other public companies. He has extensive acquisition experience and knowledge specific to our markets with over 25 years experience in our industry. Mr. Malone is currently a Director of Regions Financial Corp. and Chairman of the Board of Governors of Citizens Property Insurance Corp.

**ELIZABETH R. VARET**  
 Director since 1987  
 Age 68  
 Ms. Varet is a Managing Director of American Securities Management L.P. and chairman of the corporate general partner of several affiliated entities. Ms. Varet brings to the Board expertise in finance and investment through her extensive management and investment experience at private equity and other investment firms.

**DENNIS K. WILLIAMS**  
 Director since 2006  
 Age 66  
 Mr. Williams is retired from his position as President, Chief Executive Officer and Chairman of the Board of IDEX Corporation. Mr. Williams brings to the Board considerable experience and insight into issues facing large public companies gained as CEO of IDEX Corporation. He has extensive acquisition experience and knowledge specific to our markets with over 30 years experience in our industry. Mr. Williams is currently a Director of Owens-Illinois, Inc. and Actuant Corporation. He was a Director of Washington Group International, Inc. from November 2001 to November 2007.

**Class I: Directors whose terms continue until 2013:**

**CHARLES D. KLEIN**  
 Director since 1980  
 Age 73  
 Mr. Klein is a Managing Director of American Securities LLC and an executive officer of several affiliated entities. Mr. Klein brings to the Board expertise in financing and investment through his extensive management, acquisition and investment experience at private equity and other investment firms, and through his current and past experience as a Director of a number of public and private companies.

**STEVEN W. KOHLHAGEN**  
 Director since 2006  
 Age 64  
 Mr. Kohlhagen is a retired financial executive. Mr. Kohlhagen brings to the Board expertise in financial accounting, finance and risk management through his extensive experience in, and knowledge of, the financial, securities and foreign exchange markets. He was a Director of the IQ Investment Advisors family of Merrill Lynch funds from January 2005 to September 2010.

**Class II: Directors whose terms continue until 2014:**

**ANTHONY J. CONTI**  
 Director since 2010  
 Age 63  
 Mr. Conti is retired from his position as a Partner (from October 1980 to December 2009) of PricewaterhouseCoopers. Mr. Conti brings to the Board expertise in financial accounting, finance, strategy, risk management and human resources management with his over 35 years experience at a public accounting firm.



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FRANK S. HERMANCE

Director since 1999

Age 63

Mr. Hermance is Chairman of the Board and Chief Executive Officer of AMETEK. Mr. Hermance brings to the Board extensive knowledge of our Company and the markets in which we operate through his more than 30 years experience in our industry. He is currently a Director of IDEX Corporation and UGI Corporation.

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**EXECUTIVE OFFICERS**

Officers are appointed by the Board of Directors to serve for the ensuing year and until their successors have been elected and qualified. Information about our executive officers as of March 16, 2012 is shown below:

<b>Name</b>	<b>Age</b>	<b>Present Position with AMETEK</b>
Frank S. Hermance	63	Chairman of the Board and Chief Executive Officer
John J. Molinelli	65	Executive Vice President Chief Financial Officer
Timothy N. Jones	55	President Electromechanical Group
John W. Hardin	47	President Electronic Instruments
David A. Zapico	47	President Electronic Instruments
Robert R. Mandos, Jr.	53	Senior Vice President and Comptroller

**Frank S. Hermance** s employment history with us and other directorships held during the past five years are described under the section The Board of Directors on page 13. Mr. Hermance has 21 years of service with us.

**John J. Molinelli** was elected Executive Vice President Chief Financial Officer effective April 22, 1998. Mr. Molinelli has 43 years of service with us.

**Timothy N. Jones** was elected President Electromechanical Group effective February 1, 2006. Mr. Jones has 32 years of service with us.

**John W. Hardin** was elected President Electronic Instruments effective July 23, 2008. Previously he served as Senior Vice President and General Manager of the Aerospace and Defense Division from October 2004 to July 2008. Mr. Hardin has 13 years of service with us.

**David A. Zapico** was elected President Electronic Instruments effective October 1, 2003. Mr. Zapico has 22 years of service with us.

**Robert R. Mandos, Jr.** was elected Senior Vice President and Comptroller effective October 1, 2004. Mr. Mandos has 30 years of service with us.

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**EXECUTIVE COMPENSATION**

**COMPENSATION DISCUSSION AND ANALYSIS**

**Introduction**

In this Compensation Discussion and Analysis, we address the compensation paid or awarded to our executive officers listed in the Summary Compensation Table that immediately follows this discussion. We refer to these executive officers as our named executive officers.

Each year, the Compensation Committee, in consultation with an independent compensation consultant, carefully reviews our compensation policies and procedures to determine if they are in the best interests of our stockholders and employees. The Compensation Committee conducted this review in the fall of 2011. In light of the strong level of stockholder approval of our executive compensation that we received at our 2011 Annual Meeting of Stockholders (approximately 89% of the advisory vote), the Compensation Committee determined that it is in the best interests of our stockholders as well as our employees to maintain our compensation policies and procedures which have been in effect for a number of years and which are described in this Compensation Discussion and Analysis.

**2011 Compensation**

*Compensation Objectives*

The compensation paid or awarded to our named executive officers for 2011 was designed to meet the following objectives:

Provide compensation that is competitive with compensation for other companies executive officers who provide comparable services, taking into account the size of our Company or operating group, as applicable. We refer to this objective as competitive compensation.

Create a compensation structure under which a meaningful portion of total compensation is based on achievement of performance goals. We refer to this objective as performance incentives.

Encourage the aggregation and maintenance of meaningful equity ownership, and alignment of executive and stockholder interests. We refer to this objective as stakeholder incentives.

Provide an incentive for long-term continued employment with us. We refer to this objective as retention incentives. We fashioned various components of our 2011 compensation payments and awards to meet these objectives as follows:

Type of Compensation	Objectives Addressed
Salary	Competitive Compensation
Short-Term Incentive Awards, Restricted Stock Awards and Stock Option Grants	Competitive Compensation, Performance Incentives, Stakeholder Incentives and Retention Incentives

*Determination of Competitive Compensation*

In assessing competitive compensation, we referenced current year data provided to us by an independent compensation consultant, Pay Governance. Pay Governance used the 50<sup>th</sup> percentile of the general industry group (a collection of over 500 companies) as a reference point. Our approach provides us reference information, allowing us to compete effectively in the marketplace for top talent, while providing us the flexibility to respond to our changing business conditions and the performance of each individual.

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We used the following process to determine a reference point for the compensation for each named executive officer in 2011:

We provided to the compensation consultant a description of the responsibilities for each named executive officer.

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The compensation consultant employed its standard methodology to provide reference compensation levels for comparable executives. Comparable executives are seasoned executives having similar responsibilities. The competitive compensation information was based on general industry data derived principally from the compensation consultant's executive compensation database. The data was adjusted to reflect the estimated revenues of our Company and the relevant operating groups. The compensation consultant advised us that it used general industry data rather than data relating only to electronics and electronic component companies because general industry data provides a much larger sampling of companies, and does not differ meaningfully from the data produced by an electronics and electronic component subset.

In considering the data provided by the compensation consultant, we believe that compensation is competitive if it is within a range of 20 percent above or 20 percent below the compensation reference points at the 50<sup>th</sup> percentile for comparable executives. We believe that variations within this range typically occur due to differences in experience, responsibilities and performance.

### *Salaries*

The salary amounts set forth in the Summary Compensation Table for 2011 reflect salary decisions made by the Compensation Committee of our Board of Directors in 2010. All named executive officers' salaries were within the competitive compensation guideline of 20 percent above or below salaries for comparable executives at the 50<sup>th</sup> percentile.

### *Short-Term Incentive Program*

The principal objective of our short-term incentive program is to provide a performance incentive. We set performance targets such that total cash compensation will be within 20 percent above or below the total cash compensation guideline at the 50<sup>th</sup> percentile for comparable executives. However, larger variations, both positive and negative, may result based on actual performance.

Under our short-term incentive program, we selected performance measures that, in some instances, differed among the named executive officers. These differences reflect the differing responsibilities of the executives. We also established targets for each performance measure.

The target goal for each non-discretionary measure in 2011 was derived from our 2011 budget. Consistent with past practice, the Compensation Committee can make adjustments on a case-by-case basis, such as for group operating income, as described below.

**Diluted earnings per share (EPS)** We believe that the paramount objective of a principal executive officer is to increase stockholder return significantly, and that for a large, well-established industrial corporation, EPS is typically a key metric affecting share price. Therefore, we believe EPS is an excellent measure of our executive officers' performance.

**Organic revenue growth** Revenue growth is key to the long-term vitality of a business and we believe this is an indicator of our executive officers' performance. This measure is applied either on a Companywide basis, or, for our group presidents, with regard to their respective operating groups. We define our organic revenue growth measure as actual revenue compared to prior-year revenue without giving effect to (i) increases in revenues from businesses that we acquired during the year and (ii) foreign currency effects.

**Group operating income** This measure applies to our group presidents with regard to their respective operating groups, and reflects adjustments deemed appropriate by the Compensation Committee. We believe this measure is a reliable indicator of operating group performance. Adjustments to operating unit income in 2011 included estimated tax benefits pertaining to the disposal of excess and obsolete inventory and the inclusion of specified financing costs related to acquisitions. We increased operating unit income by the estimated tax benefit realized through the disposal of excess and obsolete inventory. We reduced operating unit income by the estimated amount of interest cost we incur on funds borrowed to finance an acquisition where the results of operations of the acquired business are included in the unit's operating results. We believe that reducing the operating unit income derived from an acquired business by these interest costs better reflects the contribution of the acquisition to the operating unit's performance.

**Operating working capital** This measure represents inventory plus accounts receivable less accounts payable as a percentage of sales. We use this measure to encourage our group presidents to manage our working capital in a manner that increases cash available for investment. Operating working capital is reported at the Corporate and Group level. A lower working capital percentage

is an indicator of a group president's and the CFO's success in increasing our cash resources.

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Discretionary A portion of each executive's award, ranging from 10% to 20%, is based on discretionary factors that are deemed appropriate by the Compensation Committee. In the case of the group presidents, these factors take into account acquisition activity of their respective operating groups.

The weighting of performance measures for each named executive officer is set forth in the table below. The target award is payable upon achievement of 100 percent of a designated goal. Payment amounts increase from 0 percent to 200 percent of the target award in proportion to the increase from 80 percent to 120 percent of the goal attainment with regard to each measure except for sales and working capital. Payment amounts increase from 0 percent to 200 percent of the target award in proportion to the increase from 97 percent to 103 percent of the sales goal and in proportion to the decrease from 110 percent to 90 percent of the working capital goal. The discretionary portions of the award opportunities are not subject to any specified formula.

Name	Performance Measure	Designated Goal	Actual Results	Performance Measure as a Percentage of Total Target Award Opportunity	Actual Award	Actual Award as Percentage of Target Award Opportunity for the Performance Measure
Frank S. Hermance	Diluted Earnings Per Share	\$ 2.00	\$ 2.37	80%	\$ 1,601,600	193%
	Discretionary	200%	200%	20%	\$ 416,000	200%
John J. Molinelli	Diluted Earnings Per Share	\$ 2.00	\$ 2.37	70%	\$ 451,076	193%
	Organic Revenue Growth	5.94%	10.71%	10%	\$ 66,950	200%
	Corporate Working Capital	18.8%	17.6%	10%	\$ 54,899	164%
	Discretionary	100%	200%	10%	\$ 66,950	200%
David A. Zapico	Diluted Earnings Per Share	\$ 2.00	\$ 2.37	35%	\$ 175,175	193%
	Organic Revenue Growth	4.70%	16.17%	10%	\$ 52,000	200%
	Group Operating Income	\$ 226,589,456	\$ 286,890,633	35%	\$ 182,000	200%
	Group Working Capital	17.40%	13.3%	10%	\$ 52,000	200%
	Discretionary	100%	193%	10%	\$ 50,180	193%
Timothy N. Jones	Diluted Earnings Per Share	\$ 2.00	\$ 2.37	35%	\$ 169,701	193%
	Organic Revenue Growth	6.43%	5.98%	10%	\$ 21,410	85%
	Group Operating Income	\$ 162,432,478	\$ 179,810,050	35%	\$ 135,313	153%
	Group Working Capital	19.10%	18.3%	10%	\$ 35,767	142%
	Discretionary	100%	200%	10%	\$ 50,375	200%
John W. Hardin	Diluted Earnings Per Share	\$ 2.00	\$ 2.37	35%	\$ 166,417	193%
	Organic Revenue Growth	6.80%	9.70%	10%	\$ 48,576	197%
	Group Operating Income	\$ 219,713,440	\$ 224,900,012	35%	\$ 96,654	112%
	Group Working Capital	25.40%	25.60%	10%	\$ 22,724	92%
	Discretionary	100%	164%	10%	\$ 40,508	164%

As a result of our actual outcomes with respect to the performance measures and the Committee's determinations with respect to the discretionary component, the award payments and the percentage of the aggregate target award represented by the award payments are as follows:

Mr. Hermance, \$2,017,600 (194%); Mr. Molinelli, \$639,875 (191%); Mr. Zapico, \$511,355 (197%); Mr. Jones, \$412,566 (164%) and Mr. Hardin, \$374,879 (152%). In accordance with SEC regulations, the award payments are reflected in two separate columns of the Summary Compensation Table. The discretionary awards for the named executive officers appear in the "Bonus" column. The other awards are reflected in the "Non-Equity Incentive Plan Compensation" column.

The actual total cash compensation for the named executive officers, as a percentage of the dollar amount of target total cash compensation at the 50<sup>th</sup> percentile reference point for comparable executives ranged from 122% to 164%. The level of total cash compensation delivered to the named executive officers was primarily driven by the short-term incentive payouts achieved based on record levels of performance.

In providing a discretionary award to Mr. Hermance, the Compensation Committee considered our success with respect to our four growth strategies:

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Operational Excellence - We achieved record operating margins of 21.3% in 2011, which was a 180-basis-point improvement over 2010 operating margins. Also, working capital as a percentage of sales at year-end 2011 was a record low level of 17%.



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Global and market expansion - International sales grew by 24% in 2011, representing 50% of overall sales. We significantly expanded our presence in the BRIC countries (Brazil, Russia, India and China) in 2011 which contributed to the 31% growth in BRIC sales.

Strategic acquisitions - We completed 5 acquisitions in 2011 that added approximately \$215 million in annualized revenue.

New products - We introduced a number of new products that contributed to our revenue and profitability. Sales from new products introduced over the last three years grew 27% in 2011 versus 2010.

In the case of Mr. Molinelli, the Compensation Committee considered the same factors as those considered for Mr. Hermance. The group presidents' discretionary awards reflected the Committee's assessment of acquisition activities for their respective areas of responsibility.

### *Equity-Based Compensation*

Our equity-based compensation in 2011 consisted of awards of stock options and restricted stock. We use the most recent year 50th percentile of the general industry group as a reference point for assessing and establishing competitive compensation. Our equity-based awards were within the competitive compensation guideline of 20 percent above or below equity-based awards for comparable executives at the 50th percentile.

We granted 50 percent of the long-term incentive award in the form of stock options, and 50 percent in the form of restricted stock. To determine the option award size, we applied a Black-Scholes methodology and to determine the restricted stock award size, we divided the value by the fair market value of a share of the Company's common stock. As a result, we awarded options and restricted stock to the named executive officers as set forth in the Grants of Plan-Based Awards table on page 25 under the column headings, All Other Option Awards: Number of Securities Underlying Options and All Other Stock Awards: Number of Shares of Stock or Units respectively.

The dollar amounts shown in the Summary Compensation Table under Option Awards and Stock Awards generally reflect the grant date fair values computed in accordance with ASC 718. See the footnotes to the Summary Compensation Table for further information.

Our options generally vest in equal annual increments on the first four anniversaries of the date of grant. We believe that these vesting terms provide to our executives a meaningful incentive for continued employment. For additional information regarding stock option terms, see the narrative accompanying the Grants of Plan-Based Awards table.

We believe that the vesting provisions of our equity awards also serve as an incentive for continued employment. However, to encourage performance that ultimately enhances stockholder value, we provide for immediate vesting of a restricted stock award if the closing price of our Common Stock during any five consecutive trading days reaches 200 percent of the price of our Common Stock on the date of grant.

### **Stock-Based Award Grant Practices**

Our practices for the grant of stock-based awards encompass the following principles:

The majority of stock-based awards are approved annually by the Compensation Committee on a pre-scheduled date, which occurs in close proximity to the date of our Annual Meeting of Stockholders.

The annual stock-based awards will not be made when the Compensation Committee is aware that executive officers or non-employee Directors are in possession of material, non-public information, or during quarterly or other specified blackout periods.

While stock-based awards other than annual awards may be granted to address, among other things, the recruiting or hiring of new employees and promotions, such awards will not be made to executive officers if the Committee is aware that the executive officers are in possession of material, non-public information, or during quarterly or other specified blackout periods.

The Compensation Committee has established that stock options are granted only on the date the Compensation Committee approves the grant and with an exercise price equal to the fair market value on the date of grant, except in cases where international sub-plans require compliance with specific grant date criteria. In these cases, the Compensation Committee may grant stock options at a specified future date with the exercise prices equal to the fair market value on the date of grant.

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Backdating of stock options is prohibited.

### **Stock Ownership Guidelines**

We believe that by encouraging our executives to maintain a meaningful equity interest in our Company, we will align the interests of our executives with those of our stockholders. Mr. Hermance is required to hold a multiple of five times his base salary in our stock. The multiple for Messrs. Molinelli, Zapico, Jones and Hardin is three times base salary. Under our guidelines, an executive is expected to reach his or her stock ownership requirement within five years of being promoted to his or her position. As of December 31, 2011, each of our named executive officers met his stock ownership guideline.

### **Clawback Policy**

The Company reserves the right to recover, or clawback, from a current or former executive officer any wrongfully-earned performance-based compensation, including stock-based awards, upon the determination by the Compensation Committee of the following:

There has been restatement of Company financials, due to the material noncompliance with any financial reporting requirement (other than a restatement caused by a change in applicable accounting rules or interpretations), and such executive officer engaged in fraud or intentional illegal conduct which materially contributed to the need for such restatement,

The cash incentive or equity compensation to be recouped was calculated on, or its realized value affected by, the financial results that were subsequently restated,

The cash incentive or equity compensation would have been less valuable than what was actually awarded or paid based upon the application of the correct financial results, and

The pay affected by the calculation was earned or awarded within three years of the determination of the necessary restatement. Any recoupment under this policy may be in addition to any other remedies that may be available to the Company under applicable law, including disciplinary actions up to and including termination of employment.

The Compensation Committee has exclusive authority to modify, interpret and enforce this provision in compliance with all regulations.

### **Ongoing and Post-employment Agreements**

We have several plans and agreements addressing compensation for our named executive officers that accrue value as the executive continues to work for us, provide special benefits upon certain types of termination events and provide retirement benefits. These plans and agreements were adopted and, in some cases, amended at various times over the past 25 years, and were designed to be a part of a competitive compensation package. Not all plans apply to each named executive officer, and the participants are indicated in the discussion below.

**The Employees Retirement Plan** This plan is a tax-qualified defined benefit plan available to all U.S.-based salaried employees who commenced employment with us prior to January 1, 1997. The plan pays annual benefits based on final average plan compensation and years of credited service. The amount of compensation that can be taken into account is subject to limits imposed by the Internal Revenue Code (\$245,000 in 2011), and the maximum annual benefits payable under the plan also are subject to Internal Revenue Code limits (\$195,000 in 2011). Messrs. Hermance, Molinelli, Zapico and Jones participate in The Employees Retirement Plan. See the Pension Benefits table and accompanying narrative for additional information.

**The Retirement and Savings Plan** This is a tax-qualified defined contribution plan under which our participating employees may contribute a percentage of specified compensation on a pretax basis. In the case of highly compensated employees, including the

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named executive officers, contributions of up to ten percent of eligible compensation can be made, subject to a limit mandated by the Internal Revenue Code, which was \$16,500 for

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2011, or, if the participant was at least 50 years old, \$22,000. We provide a matching contribution equal to one-third of the first six percent of compensation contributed, subject to a maximum of \$1,200. A participant may invest the participant's contributions and matching contributions in one or more of a number of investment alternatives, including our Common Stock, and the value of a participant's account will be determined by the investment performance of the participant's account. No more than 25 percent of a participant's contributions can be invested in our Common Stock. All of the named executive officers participate in The Retirement and Savings Plan. Our matching contributions are included in the All Other Compensation column of the Summary Compensation Table.

**Retirement Feature of The Retirement and Savings Plan** The Retirement Feature is available to participants in The Retirement and Savings Plan who meet specified criteria, including ineligibility to participate in any of our defined benefit plans. Mr. Hardin participates in the Retirement Feature. We make retirement contributions based on the total of a participant's age plus years of service. For Mr. Hardin, we contributed an amount equal to five percent of his compensation subject to Social Security taxes and seven percent of his additional compensation. We also make an employer incentive retirement contribution equal to one percent of a participant's eligible compensation if the participant is contributing at least six percent of his or her compensation under The Retirement and Savings Plan. See the notes to the All Other Compensation column of the Summary Compensation Table for further information regarding our contributions to the Retirement Feature for the account of Mr. Hardin.

**Supplemental Executive Retirement Plan ( SERP )** This plan is a non-qualified deferred compensation plan that provides benefits for executives to the extent that their compensation cannot be taken into account under our tax-qualified plans because the compensation exceeds limits imposed by the Internal Revenue Code. We refer to the compensation that exceeds these limits as excess compensation. For 2011, compensation in excess of \$245,000 constitutes excess compensation. Under the SERP, each year we credit to the account of a participant an amount equal to 13% of the executive's excess compensation, which is then deemed to be invested in our Common Stock. Payout of an executive's account, which is subject to tax liability, occurs upon termination of the executive's employment and is made in shares of our Common Stock. Therefore, the ultimate value of the shares paid out under the SERP will depend on the performance of our Common Stock during the period an executive participates in the SERP. All of the named executive officers participate in the SERP. See the Non-qualified Deferred Compensation table and accompanying narrative for additional information.

**Deferred Compensation Plan** This plan provides an opportunity for executives to defer payment of their short-term incentive award to the extent that such award, together with other relevant compensation, constitutes excess compensation. In advance of the year in which the short-term incentive award will be paid, an executive may elect to defer all or part of his or her eligible incentive award into a notional investment in our Common Stock, in an interest-bearing account or in both. A participant generally may elect to have the value of his or her account distributed following retirement, either in a lump sum or in up to five annual installments, or in the form of an in-service distribution, payable either in a lump sum or in up to four annual installments commencing on a date specified by the participant in his or her distribution election. Payments may commence sooner upon the participant's earlier separation from service, upon the death of the participant, in the event of an unforeseeable financial emergency or upon a change of control. Payments from the notional Common Stock fund are made in shares of our Common Stock, while payments from the interest-bearing account are paid in cash. Messrs. Hermance and Molinelli participate in the Deferred Compensation Plan. See the Non-qualified Deferred Compensation table and accompanying narrative for additional information.

**Supplemental Senior Executive Death Benefit Program** Under this program, Messrs. Hermance and Molinelli have entered into agreements that require us to pay death benefits to their designated beneficiaries and to pay benefits to them under certain circumstances during their lifetimes. If a covered executive dies before retirement or before age 65 while on disability retirement, the executive's beneficiary will receive monthly payments of up to \$8,333 from the date of the executive's death until the date he or she would have attained age 80. If a covered executive retires, or reaches age 65 while on disability retirement, the Program provides for a maximum benefit of \$100,000 per year for a period of 10 years. We have purchased insurance policies on the lives of Messrs. Hermance and Molinelli to fund our obligations under the Program. See the Pension Benefits table and accompanying narrative for additional information.

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**2004 Executive Death Benefit Plan** This plan provides for retirement benefits or, if the executive dies before retirement, a death benefit. Generally, if the executive dies before retirement, the executive's beneficiary will receive a monthly payment of \$8,333 until the participant would have reached age 80. If the executive retires (either at age 65 or after attaining age 55 with at least five years of service) the executive will be entitled to receive a distribution based on the value of his account in the plan, which is determined by gains or losses on, and death benefits received under, a pool of insurance policies that we own covering the lives of participants. Messrs. Zapico, Jones and Hardin participate in this plan. See the Non-qualified Deferred Compensation table and accompanying narrative for further information.

**Change of Control Agreements** We have change of control agreements with each of our executive officers, which are described under Potential Payments Upon Termination or Change of Control. We entered into these change of control agreements so that our executives can focus their attention and energies on our business during periods of uncertainty that may occur due to a potential change of control. In addition, we want our executives to support a corporate transaction involving a change of control that is in the best interests of our stockholders, even though the transaction may have an effect on the executive's continued employment with us. We believe these arrangements provide an important incentive for our executives to remain with us. Our agreement with each executive other than Mr. Hermance provides for payments and other benefits to the executive if we terminate the executive's employment without cause or if the executive terminates employment for good reason within two years following a change of control. Mr. Hermance's change of control agreement differs from those of the other named executive officers with respect to the amount of the payment and the scope of the benefits upon the change of control events and does not have the two-year limit applicable to the other executives following the change of control. Given the critical nature of his role as Chief Executive, his tenure with us, and our interest in retaining his services, we believe that it is appropriate to provide Mr. Hermance with this protection so that he is free to focus all of his attention on the growth and future of the Company, even in a period following a change of control. We believe that the incentive provided by these additional benefits is well worth any potential cost. For these same reasons, we also have agreed to provide payments and other benefits to Mr. Hermance if, outside of the context of a change of control, we terminate his employment without cause or he terminates his employment for good reason. In addition, Mr. Hermance's agreement differs from the other agreements with respect to payments that exceed the limitations under Section 280G of the Internal Revenue Code. The other executives' agreements limit the payments made upon a change of control to the maximum amount that may be paid without an excise tax and loss of corporate tax deduction under Sections 4999 and 280G of the Internal Revenue Code. Mr. Hermance's agreement does not contain this limitation as discussed under Tax Considerations below.

**Tax Considerations**

Under Section 162(m) of the Internal Revenue Code, a publicly held corporation may not deduct more than \$1 million in a taxable year for certain forms of compensation made to the chief executive officer and other officers listed on the Summary Compensation Table. Our policy is generally to preserve the federal income tax deductibility of compensation paid to our executives, and certain of our equity awards have been structured to preserve deductibility under Section 162(m). Nevertheless, we retain the flexibility to authorize compensation that may not be deductible if we believe it is in the best interests of our Company. In 2011, we had two vestings of restricted stock which resulted in compensation paid to Mr. Hermance that is non-deductible under Section 162(m). A portion of two vestings of restricted stock paid to Messrs. Zapico, Jones and Hardin was non-deductible under Section 162(m).

Under Mr. Hermance's change of control agreement, our payments to Mr. Hermance may exceed the limitations under Section 280G of the Internal Revenue Code, and therefore a portion of the payments may not be deductible. In addition, we will make an additional payment to Mr. Hermance if payments to him resulting from a change of control are subject to the excise tax imposed by Section 4999 of the Internal Revenue Code. We did not wish to have the provisions of Mr. Hermance's agreement serve as a disincentive to his pursuit of a change of control that otherwise might be in the best interests of our Company and its stockholders. Accordingly, we determined to provide a payment to reimburse Mr. Hermance for any excise taxes payable in connection with the change-of-control payment, as well as any taxes that accrue as a result of our reimbursement. We believe that, in light of Mr. Hermance's outstanding record in enhancing value for our stockholders, this determination is appropriate.

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**Role of Executive Officers in Determining Executive Compensation For Named Executive Officers**

In connection with 2011 compensation, Mr. Hermance, aided by our human resources department, provided statistical data and recommendations to the Compensation Committee to assist it in determining compensation levels.

Mr. Hermance did not make recommendations as to his own compensation. While the Compensation Committee utilized this information, and valued Mr. Hermance's observations with regard to other executive officers, the ultimate decisions regarding executive compensation were made by the Compensation Committee.

**REPORT OF THE COMPENSATION COMMITTEE**

The Compensation Committee reviewed and discussed with management the Compensation Discussion and Analysis required by Securities and Exchange Commission regulations. Based on its review and discussions, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted,

The Compensation Committee:

*Charles D. Klein, Chairperson*

*James R. Malone*

*Elizabeth R. Varet*

Dated: March 23, 2012

**Table of Contents****COMPENSATION TABLES****SUMMARY COMPENSATION TABLE - 2011**

The following table provides information regarding the compensation of our Chief Executive Officer, Chief Financial Officer and other three most highly compensated executive officers.

Name and Principal Position	Year	Salary (1)	Bonus	Stock Awards (2)	Option Awards (3)	Non-Equity Incentive Plan Compensation (4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (Losses)	All Other Compensation (6)	Total
							(5)		
Frank S. Hermance Chairman of the Board and Chief Executive Officer	2011	\$ 1,040,000	\$ 416,000	\$ 1,664,328	\$ 1,142,362	\$1,601,600	\$394,964	\$443,138	\$ 6,702,392
	2010	1,000,000	400,000	2,419,443	1,696,859	1,600,000	248,233	442,782	7,807,317
	2009	784,600	320,000	2,106,851	1,565,070		201,900	162,360	5,140,781
John J. Molinelli Executive Vice President	2011	515,000	66,950	479,165	328,758	572,925	356,135	146,636	2,465,569
	2010	495,000	64,350	555,282	389,309	579,150	253,282	148,278	2,484,651
Chief Financial Officer	2009	402,108	106,800	512,566	380,718		261,300	69,984	1,733,476
David A. Zapico President Electronic Instruments	2011	400,000	50,180	286,783	196,642	461,175	62,644	105,709	1,563,133
	2010	382,500	49,725	343,305	240,703	447,526	56,515	105,617	1,625,891
	2009	343,263	91,200	394,156	292,734	17,935	74,197	45,866	1,259,351
Timothy N. Jones President Electromechanical Group	2011	387,500	50,375	286,783	196,642	362,191	104,739	85,009	1,473,239
	2010	372,500	48,425	343,305	240,703	435,826	101,289	92,579	1,634,627
	2009	294,225	59,670	323,829	240,474		134,226	26,641	1,079,065
John W. Hardin President Electronic Instruments	2011	380,000	40,508	286,783	196,642	334,371	(5,135)	91,974	1,325,143
	2010	360,000	26,208	343,305	240,703	278,195	15,736	60,215	1,324,362
	2009	294,225	73,320	312,708	232,128		27,453	65,507	1,005,341

- (1) Regularly scheduled salary increases were deferred in 2009. In addition, base pay was reduced by one week's pay in connection with cost reduction initiatives that were administered across our Company in 2009.
- (2) The amounts shown for stock awards relate to restricted shares granted under our 2002 Stock Incentive Plan and 2007 Omnibus Incentive Compensation Plan. These amounts are equal to the aggregate grant date fair value, computed in accordance with ASC 718, but without giving effect to estimated forfeitures related to service-based vesting conditions. For information regarding the number of shares subject to 2011 awards, other features of the awards and the grant date fair value of the awards, see the Grants of Plan-Based Awards table on page 25.
- (3) The amounts shown for option awards relate to shares granted under our 2002 Stock Incentive Plan and 2007 Omnibus Incentive Compensation Plan. These amounts are equal to the aggregate grant date fair value, computed in accordance with ASC 718, but without giving effect to estimated forfeitures related to service-based vesting conditions. The assumptions used in determining the amounts in this column are set forth in Note 11 to our Consolidated Financial Statements on page 40 of Appendix A to this proxy statement. For information regarding the number of shares subject to 2011 awards, other features of those awards, and the grant date fair value of the awards, see the Grants of Plan-Based Awards table on page 25.
- (4) Represents payments under our short-term incentive program based on achievement of Companywide or operating group performance measures. See Compensation Discussion and Analysis 2011 Compensation Short-Term Incentive Program.

(Footnotes continue on following page.)



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- (5) Includes, for 2011, the aggregate change in actuarial present value of the accumulated benefit under defined benefit plans as follows: Mr. Hermance, \$253,800; Mr. Molinelli, \$333,200; Mr. Zapico, \$68,000; and Mr. Jones, \$114,100. Also includes earnings (losses) on non-qualified deferred compensation plans, to the extent required to be disclosed under SEC regulations, as follows: Mr. Hermance, \$141,164; Mr. Molinelli, \$22,935; Mr. Zapico, \$(5,356); Mr. Jones, \$(9,361); and Mr. Hardin, \$(5,135). The Company did not change its benefit programs for the named executive officers in 2011; the change in benefit value is attributed to underlying assumptions such as the discount rate used to calculate the actuarial present value.
- (6) Included in All Other Compensation for 2011 are the following items that exceeded \$10,000:

our contributions under our defined contribution plans, including our Supplemental Executive Retirement Plan, as follows: Mr. Hermance, \$339,798; Mr. Molinelli, \$119,484; Mr. Zapico, \$87,826; Mr. Jones, \$73,359; and Mr. Hardin, \$73,336.

dividends on restricted stock and the interest on the dividend balance, which totaled \$40,378 for Mr. Hermance and \$10,196 for Mr. Molinelli, and are subject to forfeiture if the related restricted stock does not vest.

perquisites which totaled \$34,557 for Mr. Hermance, \$15,591 for Mr. Molinelli, \$10,842 for Mr. Zapico, and \$11,671 for Mr. Hardin. Perquisites included automobile allowances for all of the named executive officers, and country club dues for Mr. Hermance.

**Table of Contents****GRANTS OF PLAN-BASED AWARDS - 2011**

The following table provides details regarding plan-based awards granted to the named executive officers in 2011.

Name	Grant Date Threshold	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)		All Other Stock Awards: Number of Shares of Stock or Units (2)	All Other Option Awards: Number of Securities Underlying Options (3)	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards (4)
		Target	Maximum				
Frank S. Hermance	2/18/11	\$ 832,000	\$ 1,664,000				N/A
	5/03/11			37,200	100,560	\$ 44.74	\$ 2,806,690
John J. Molinelli	2/18/11	301,275	602,550				N/A
	5/03/11			10,710	28,940	44.74	807,923
David A. Zapico	2/18/11	234,000	468,000				N/A
	5/03/11			6,410	17,310	44.74	483,425
Timothy N. Jones	2/18/11	226,688	453,375				N/A
	5/03/11			6,410	17,310	44.74	483,425
John W. Hardin	2/18/11	222,300	444,600				N/A
	5/03/11			6,410	17,310	44.74	483,425

- (1) These targets were established under our short-term incentive program. See Compensation Discussion and Analysis 2011 Compensation Short-Term Incentive Program for information regarding the criteria applied in determining the amounts payable under the awards. There were no threshold amounts payable under the short-term incentive program. The actual amounts paid with respect to these awards are included in the Bonus and Non-Equity Incentive Plan Compensation columns in the Summary Compensation Table on page 23. Targets reflect the October 1, 2011 salary for each individual, as required by the program.
- (2) The stock awards constitute restricted shares granted under our 2007 Omnibus Incentive Compensation Plan. These shares become vested on the earliest to occur of (a) the closing price of our Common Stock on any five consecutive days equaling or exceeding \$89.48 per share, (b) the death or permanent disability of the grantee, (c) the termination of the grantee's employment with us in connection with a change of control, or (d) the fourth anniversary of the date of grant, namely May 3, 2015, provided the grantee has been employed by us continuously through that date. In the event of the grantee's attainment of at least 55 years of age and at least 10 years of service with the Company prior to the fourth anniversary of the date of grant, then a ratable vesting schedule will apply whereby 25% of the restricted stock shall become nonforfeitable annually on the next anniversary of the date of grant if the grantee is still employed by the Company on such anniversary. Cash dividends are earned on the restricted shares but are not paid until the restricted shares vest. Until the restricted stock vests, the dividends accrue interest at the 5-year Treasury note rate plus 0.5%, compounded quarterly.
- (3) The option awards constitute stock options granted under our 2007 Omnibus Incentive Compensation Plan. Stock options become exercisable as to 25% of the underlying shares on each of the first four anniversaries of the date of grant. Options generally become fully exercisable in the event of the grantee's death or permanent disability, normal retirement or termination of employment in connection with a change of control.
- (4) The grant date fair value is computed in accordance with ASC 718, but without giving effect to estimated forfeitures related to service-based vesting conditions. The assumptions used in determining the grant date fair value of option awards in this column are set forth in Note 11 to our Consolidated Financial Statements on page 40 of Appendix A to this proxy statement.

**Table of Contents****OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END - 2011**

The following table provides details regarding outstanding equity awards for the named executive officers at December 31, 2011.

Name	Option Grant Date	Option Awards (1)		Option Exercise Price	Option Expiration Date	Stock Awards (2)	
		Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercisable Options			Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested (3)
Frank S. Hermance	4/26/2006	189,922		22.1778	4/25/2013	172,965	\$ 7,281,827
	4/24/2007	191,325		24.2933	4/23/2014		
	4/23/2008	145,675	48,560	32.4000	4/22/2015		
	4/23/2009	150,486	150,489	21.8067	4/22/2016		
	4/29/2010	55,965	167,895	29.3800	4/28/2017		
	5/03/2011		100,560	44.7400	5/02/2018		
John J. Molinelli	4/27/2005	41,805		16.8578	4/26/2012	43,995	1,852,190
	4/26/2006	41,985		22.1778	4/25/2013		
	4/24/2007	46,125		24.2933	4/23/2014		
	4/23/2008	39,229	13,076	32.4000	4/22/2015		
	4/23/2009	36,606	36,609	21.8067	4/22/2016		
	4/29/2010	12,840	38,520	29.3800	4/28/2017		
	5/03/2011		28,940	44.7400	5/02/2018		
David A. Zapico	4/24/2007	38,580		24.2933	4/23/2014	28,370	1,194,377
	4/23/2008	28,024	9,341	32.4000	4/22/2015		
	4/23/2009	28,146	28,149	21.8067	4/22/2016		
	4/29/2010	7,938	23,817	29.3800	4/28/2017		
	5/03/2011		17,310	44.7400	5/02/2018		
Timothy N. Jones	4/27/2005	15,120		16.8578	4/26/2012	26,315	1,107,862
	4/26/2006	33,727		22.1778	4/25/2013		
	4/24/2007	30,000		24.2933	4/23/2014		
	4/23/2008	22,420	7,475	32.4000	4/22/2015		
	4/23/2009	23,122	23,123	21.8067	4/22/2016		
	4/29/2010	7,938	23,817	29.3800	4/28/2017		
	5/03/2011		17,310	44.7400	5/02/2018		
John W. Hardin	4/27/2005	4,804		16.8578	4/26/2012	28,101	1,183,052
	4/26/2006	9,148		22.1778	4/25/2013		
	4/24/2007	11,122		24.2933	4/23/2014		
	4/23/2008	10,926	3,642	32.4000	4/22/2015		
	4/23/2009	22,320	22,320	21.8067	4/22/2016		
	4/29/2010	7,938	23,817	29.3800	4/28/2017		
	5/03/2011		17,310	44.7400	5/02/2018		

(1) All option grants become exercisable as to 25% of the underlying shares on each of the first four anniversaries of the dates of grant.

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- (2) The following table sets forth grant and vesting information for the outstanding restricted stock awards for all named executive officers:

<i>Name</i>	<i>Grant Date</i>	<i>Number of Shares or Units of Stock That Have Not Vested</i>	<i>Vesting Date</i>	<i>Price-Related Event for Accelerated Vesting*</i>
Frank S. Hermance	4/23/2008	53,415	4/23/2012	\$ 64.80
	4/29/2010	82,350	4/29/2014	58.76
	5/03/2011	37,200	5/03/2015	89.48
John J. Molinelli	4/23/2008	14,385	4/23/2012	64.80
	4/29/2010	18,900	4/29/2014	58.76
	5/03/2011	10,710	5/03/2015	89.48
David A. Zapico	4/23/2008	10,275	4/23/2012	64.80
	4/29/2010	11,685	4/29/2014	58.76
	5/03/2011	6,410	5/03/2015	89.48
Timothy N. Jones	4/23/2008	8,220	4/23/2012	64.80
	4/29/2010	11,685	4/29/2014	58.76
	5/03/2011	6,410	5/03/2015	89.48
John W. Hardin	4/23/2008	4,006	4/23/2012	64.80
	7/23/2008	6,000	7/23/2012	66.23
	4/29/2010	11,685	4/29/2014	58.76
	5/03/2011	6,410	5/03/2015	89.48

- \* The price-related event for accelerated vesting of the restricted stock awards will occur if the closing price per share of our Common Stock for five consecutive trading days is equal to at least two times the closing price per share on the date of grant.
- (3) The dollar values are based on the closing price of our Common Stock on December 30, 2011 (\$42.10). Cash dividends will be earned but will not be paid until the restricted shares vest. The dividends will be payable at the same rate as dividends to holders of our outstanding Common Stock. Until the restricted stock vests, the dividends accrue interest at the 5-year Treasury note rate plus 0.5%, compounded quarterly.

**OPTION EXERCISES AND STOCK VESTED - 2011**

The following table provides information regarding option exercises and vesting of restricted stock awards for the named executive officers in 2011.

<i>Name</i>	<i>Option Awards</i>		<i>Stock Awards</i>	
	<i>Number of Shares Acquired</i>	<i>Value Realized on Exercise (1)</i>	<i>Number of Shares Acquired</i>	<i>Value Realized on Vesting (2)</i>
	<i>on Exercise</i>	<i>on Exercise (1)</i>	<i>on Vesting</i>	<i>on Vesting (2)</i>
Frank S. Hermance	322,052	\$ 8,655,574	157,125	\$ 7,184,222
John J. Molinelli	55,530	1,743,153	38,100	1,741,898
David A. Zapico	33,727	767,112	30,285	1,385,761
Timothy N. Jones			24,345	1,113,353
John W. Hardin			19,030	865,110

- (1) The value realized on exercise is equal to the difference between the market price of the shares acquired upon exercise and the option exercise price for the acquired shares.
- (2) On April 6, 2011, the price-related event for accelerated vesting of the restricted stock granted on April 23, 2009 occurred. The total value realized on vesting is equal to (1) the closing price per share of our Common Stock on April 6, 2011 (\$44.62), multiplied by the number of shares acquired on vesting, (2) the dividends accrued since the date of award, and (3) the interest accrued on these dividends.

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Also, on April 25, 2011, the 4-year cliff vesting of the restricted stock granted on April 24, 2007 occurred. The total value realized on vesting is equal to (1) the closing price per share of our Common Stock on April 25, 2011 (\$46.18), multiplied by the number of shares acquired on vesting, minus the par value per share paid by the named executive, (2) the dividends accrued since the date of award, and (3) the interest accrued on these dividends.

**Table of Contents****PENSION BENEFITS - 2011**

We have the following defined benefit plans in which some or all of our named executive officers participate:

*The Employees Retirement Plan* This plan is a qualified defined benefit pension plan that provides retirement benefits to our U.S.-based salaried employees who commenced employment with us prior to January 1, 1997. The plan pays benefits based upon eligible final average plan compensation and years of credited service. Compensation in excess of a specified amount prescribed by the Department of the Treasury (\$245,000 for 2011) is not taken into account under the Retirement Plan. Mr. Hardin, who joined us after January 1, 1997, is not eligible to participate in The Employees Retirement Plan, but instead is eligible to participate in the Retirement Feature of the AMETEK Retirement and Savings Plan, a defined contribution plan.

Annual benefits earned under The Employees Retirement Plan are computed using the following formula:

$$(A + B) \times C \times 1.02$$

where:

A = 32.0% of eligible compensation not in excess of Social Security covered compensation plus 40.0% of eligible compensation in excess of Social Security covered compensation, times credited service at the normal retirement date (maximum of 15 years) divided by 15;

B = 0.5% of eligible plan compensation times credited service at the normal retirement date in excess of 15 years (maximum of ten years); and

C = current credited service divided by credited service at the normal retirement date.

Participants may retire as early as age 55 with 10 years of service. Unreduced benefits are available when a participant attains age 65 with 5 years of service. Otherwise, benefits are reduced 6.67% for each year by which pension commencement precedes the attainment of age 65. Pension benefits earned are distributed in the form of a lifetime annuity. Messrs. Hermance, Molinelli and Jones are eligible for early retirement under the plan.

*Supplemental Senior Executive Death Benefit Program* Under this program, we have entered into individual agreements with Messrs. Hermance and Molinelli that require us to pay death benefits to their designated beneficiaries and to pay lifetime benefits to them under specified circumstances. If a covered executive dies before retirement or before age 65 while on disability retirement, the executive's beneficiary will receive monthly payments of up to \$8,333 from the date of the executive's death until the date he would have attained age 80. If a covered executive retires, or reaches age 65 while on disability retirement, the program provides for an annual benefit of up to a maximum of \$100,000 per year, or an aggregate of \$1,000,000. The benefit is payable monthly over a period of ten years to the executive or the executive's beneficiary. The payments will commence for retirees at age 70 or death, whichever is earlier. However, if the executive retires after age 70, the payments commence on retirement. To fund benefits under the Program, we have purchased individual life insurance policies on the lives of certain of the covered executives. We retain the right to terminate all of the Program agreements under designated circumstances.

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The following table provides details regarding the present value of accumulated benefits under the plans described above for the named executive officers in 2011.

<i>Name</i>	<i>Plan Name</i>		<i>Number of Years Credited Service at December 31, 2011</i>	<i>Present Value of Accumulated Benefit (1)</i>	<i>Payments During 2011</i>
Frank S. Hermance	The Employees	Retirement Plan	21	\$ 1,060,900	
		Supplemental Senior Executive Death Benefit Plan	N/A	561,200	
John J. Molinelli	The Employees	Retirement Plan	43	1,526,000	
		Supplemental Senior Executive Death Benefit Plan	N/A	561,500	
David A. Zapico	The Employees	Retirement Plan	22	275,600	
Timothy N. Jones	The Employees	Retirement Plan	32	563,700	
John W. Hardin	N/A		N/A	N/A	

- (1) The amounts shown in the Pension Benefit Table above are actuarial present values of the benefits accumulated through December 31, 2011. We used the following assumptions in quantifying the present value of the accumulated benefit: discount rate - 5.00%; limitation on eligible annual compensation under the Internal Revenue Code - \$245,000; limitation on eligible annual benefits under the Internal Revenue Code - \$195,000; retirement age - 65; termination and disability rates - none; form of payment - single life annuity; RP-2000 mortality table, as adjusted.

**Table of Contents****NON-QUALIFIED DEFERRED COMPENSATION - 2011**

We have the following non-qualified deferred compensation plans in which our named executive officers participate:

**Supplemental Executive Retirement Plan ( SERP )** This plan provides benefits for executives to the extent that their compensation cannot be taken into account under our tax-qualified plans because the compensation exceeds limits imposed by the Department of the Treasury (\$245,000 in 2011). Under the SERP, each year we credit to the account of a participant an amount equal to 13% of the executive's compensation that exceeds the Department of the Treasury limits, which is then deemed to be invested in our Common Stock. Payout of an executive's account occurs upon termination of the executive's employment and is made in shares of our Common Stock. Therefore, the ultimate value of the shares paid out under the SERP will depend on the performance of our Common Stock during the period an executive participates in the SERP.

**Deferred Compensation Plan** This plan provides an opportunity for executives to defer payment of their short-term incentive award to the extent that such award, together with other relevant compensation, exceeds limits imposed by the Department of the Treasury (\$245,000 in 2011). In advance of the year in which the short-term incentive award will be paid, an executive may elect to defer all or part of his or her eligible incentive award. The monies are invested in one of two notional accounts, a Common Stock fund and an interest-bearing fund. A participant generally may elect to have the value of his or her account distributed following retirement, or while in service, as specified by the participant in his or her deferral election. Payments may commence earlier upon the participant's earlier separation from service, upon the death of the participant, in the event of an unforeseeable financial emergency or upon a change of control, as defined in the plan. Payments from the notional Common Stock fund are made in shares of our Common Stock, while payments from the interest-bearing account are paid in cash.

**2004 Executive Death Benefit Plan** Under this plan, we provide a retirement benefit to Messrs. Zapico, Jones and Hardin. The retirement benefit under this plan is designed to provide the lump sum necessary to deliver 20% of the executive's final projected annual salary paid annually for 10 years, on a present value basis at age 70. However, the actual benefit will vary based on the gains and losses from the underlying investments in a pool of insurance policies that we own covering the lives of the participants; and on death benefits received from these same policies. The maximum salary on which the benefit can be based is \$500,000. If the covered executive dies while actively employed or while disabled and before age 65, the executive's beneficiaries will receive monthly payments from the date of the executive's death until the executive would have attained age 80.

The following table provides details regarding non-qualified deferred compensation for the named executive officers in 2011.

<i>Name</i>	<i>Executive Contributions in Last Fiscal Year</i>	<i>Registrant Contributions in Last Fiscal Year (1)</i>	<i>Aggregate Earnings in Last Fiscal Year (2)</i>	<i>Aggregate Withdrawals/ Distributions</i>	<i>Aggregate Balance at Last Fiscal Year-End (3)</i>
Frank S. Hermance	\$ 1,971,000	\$ 365,638	\$ 1,239,986		\$ 23,493,714
John J. Molinelli	317,085	118,284	334,142		5,691,218
David A. Zapico		86,626	62,108		1,058,684
Timothy N. Jones		72,159	29,385		680,896
John W. Hardin		57,122	15,485		376,724



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- (1) Includes for each named executive officer the following amounts that are also reported in the Summary Compensation Table on page 23: Mr. Hermance, \$365,638; Mr. Molinelli, \$118,284; Mr. Zapico, \$86,626; Mr. Jones, \$72,159; and Mr. Hardin, \$57,122.
- (2) Includes for each named executive officer the following amounts that are also reported in the Summary Compensation Table on page 23: Mr. Hermance, \$141,164; Mr. Molinelli, \$22,935; Mr. Zapico, \$(5,356); Mr. Jones, \$(9,361); and Mr. Hardin, \$(5,135).
- (3) Includes for each named executive officer the following amounts that were reported as compensation in the Summary Compensation Table in previous years: Mr. Hermance, \$12,979,342; Mr. Molinelli, \$2,461,755; Mr. Zapico, \$422,321; Mr. Jones, \$276,460; and Mr. Hardin, \$142,682.

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**POTENTIAL PAYMENTS UPON TERMINATION OR**

**CHANGE OF CONTROL**

In this section, we describe payments that may be made to our named executive officers upon several events of termination, including termination in connection with a change of control. The information in this section does not include information relating to the following:

distributions under The Employees Retirement Plan and distributions, other than death benefits, under the Supplemental Senior Executive Death Benefit Plan see Pension Benefits 2011 for information regarding these plans,

distributions under the Supplemental Executive Retirement Plan and the Deferred Compensation Plan and distributions, other than death benefits, under the 2004 Executive Death Benefit Plan see Nonqualified Deferred Compensation 2011 for information regarding these plans,

other payments and benefits provided on a nondiscriminatory basis to salaried employees generally upon termination of employment, including tax-qualified defined contribution plans, and

short-term incentive payments that would not be increased due to the termination event.

The following items are reflected in the summary table on page 34. The payment amounts reflect the payments that would have been due to the named executive officers had the termination or change of control event occurred on December 31, 2011.

**Change of Control Agreements.** Under our change of control agreements with our named executive officers other than Mr. Hermance, in the event that a named executive officer's employment is terminated by us without cause or by the named executive officer for good reason within two years beginning on the effective date of a change of control, the executive officer will receive: (1) 2.99 times the sum of (a) the executive officer's base salary in effect on the last day of the fiscal year immediately preceding the effective date of the change of control and (b) the greater of the target bonus for the fiscal year in which the change of control occurred or the average of the bonus received for the two previous fiscal years; all cash payments will be paid when permitted under Section 409A of the Code, namely, on the first day of the seventh month following the termination date; and (2) continuation of health benefits until the earliest to occur of Medicare eligibility, coverage under another group health plan without a pre-existing condition limitation, the expiration of ten years, or the executive officer's death. Payments to executive officers other than Mr. Hermance under the change of control agreements will be reduced, if necessary, to prevent them from being subject to the limitation on deductions under Section 280G of the Internal Revenue Code. The Compensation Committee selected the 2.99 times multiple of salary and bonus to reflect competitive market levels for such agreements and, except in the case of Mr. Hermance, the amount payable is subject to limitations designed to minimize the payment of any excise taxes by us.

Generally, a change of control is deemed to occur under the change of control agreements if: (1) any person or more than one person acting as a group acquires ownership of stock which constitutes more than 50 percent of the total fair market value or total voting power of our stock; (2) any person or more than one person acting as a group acquires (during the 12-month period ending on the date of the most recent acquisition) ownership of stock possessing 30 percent or more of the total fair market value or total voting power of our stock; (3) a majority of Board members are replaced during any 12-month period by directors whose election is not endorsed by a majority of the members of the Board; or (4) any person or more than one person acting as a group acquires assets from us having a total fair market value of not less than 40 percent of the total fair market value of all of our assets immediately prior to the acquisition.

A termination for good reason generally means a termination initiated by the executive officer in the event of:

(1) our noncompliance with the change of control agreement; (2) any involuntary reduction in the executive officer's authority, duties or responsibilities that were in effect immediately prior to the change of control; (3) any involuntary reduction in the executive officer's total compensation that was in effect immediately prior to the change of control; or (4) any transfer of the executive officer without the executive officer's consent of more than 50 miles from the executive officer's principal place of business immediately prior to the change of control other than on a temporary basis (less than 6 months).



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A termination for cause would result from misappropriation of funds, habitual insobriety or substance abuse, conviction of a crime involving moral turpitude, or gross negligence in the performance of duties that has a material adverse effect on our business, operations, assets, properties or financial condition.

Under our change of control agreement with Mr. Hermance, in the event that his employment is terminated by us without cause or by Mr. Hermance for good reason in anticipation of, or following, a change of control, he will receive: (1) a lump sum payment equal to 2.99 times the sum of (a) Mr. Hermance's base salary for the year prior to the year in which his termination occurs and (b) his targeted bonus for the year in which he is terminated or, if the amount of the targeted bonus is not known, the average of his bonuses for the two years preceding the year in which his termination occurs; all cash payments will be paid when permitted under Section 409A of the Code, namely, on the first day of the seventh month following the termination date; (2) continuation of health benefits, disability insurance and death benefits until the earliest of (a) the end of the tenth year following the year of the separation from service; (b) Medicare eligibility; (c) commencement of new employment where Mr. Hermance can participate in similar plans or programs without a pre-existing condition limitation; or (d) death; and (3) use of an automobile and reimbursement of reasonable operating expenses, and continued reimbursement of country club dues, in each case until the second anniversary of his termination or, if earlier, his death.

In addition, upon a change of control, or upon Mr. Hermance's termination without cause or resignation for good reason in anticipation of a change of control, (1) all of his restricted stock awards and stock options immediately vest; (2) all stock options, other than incentive stock options, will be exercisable for one year following his termination, or, if earlier, the stated expiration date of the stock option; and (3) if Mr. Hermance becomes subject to excise taxes under Section 4999 of the Internal Revenue Code because our change of control payments to him are subject to the limitations on deductions under Section 280G of the Internal Revenue Code, he will be reimbursed for those excise taxes and any additional taxes payable by him as a result of the reimbursement.

Generally, a change of control is deemed to occur under Mr. Hermance's change of control agreement upon: (1) the acquisition by any person or group of 20 percent or more of our total voting stock; (2) the acquisition by us, any executive benefit plan, or any entity we establish under the plan, acting separately or in combination with each other or with other persons, of 50 percent or more of our voting stock, if after such acquisition our Common Stock is no longer publicly traded; (3) the death, resignation or removal of our Directors within a two-year period, as a result of which the Directors serving at the beginning of the period and Directors elected with the advance approval of two-thirds of the Directors serving at the beginning of the period constitute less than a majority of the Board; (4) the approval by the shareholders of (a) a merger in which the shareholders no longer own or control at least 50 percent of the value of our outstanding equity or the combined voting power of our then outstanding voting securities, or (b) a sale or other disposition of all or substantially all of the Company's assets. A termination is deemed to be in anticipation of a change of control if it occurs during the 90 days preceding the change of control and the substantial possibility of a change of control was known to Mr. Hermance and a majority of the Directors.

Good reason and cause are defined in Mr. Hermance's agreement in substantially the same manner as in the other executive officers' change of control agreements.

Payments and other benefits under the change of control agreements would have been in the following amounts if the event requiring payment occurred on December 31, 2011: Lump sum payments—Mr. Hermance, \$6,219,200; Mr. Molinelli, \$3,458,496; Mr. Zapico, \$2,703,866; Mr. Jones, \$2,499,366; Mr. Hardin, \$2,151,727. Health and disability benefits—Mr. Hermance, \$63,800; Mr. Molinelli, \$0; Mr. Zapico, \$96,800; Mr. Jones, \$210,900; Mr. Hardin, \$257,000. Perquisites—Mr. Hermance, \$75,942 (including use of an automobile and operating expenses in the amount of \$58,262; and country club fees). The benefits Mr. Hermance receives upon acceleration of his equity grants in connection with a change of control are quantified below under Acceleration of Vesting Provisions Pertaining to Stock Options and Restricted Stock.

In addition, Mr. Hermance's change of control agreement generally provides that in the event his employment is terminated by us without cause or by Mr. Hermance for good reason, in either case prior to and other than in anticipation of or following a change of control, he would receive the same benefits as he would receive in connection with a change of control, as described above, except: (1) the portion of the lump sum payment based on a multiple of cash compensation will be equal to two times, rather than 2.99 times, cash compensation and (2) the continuation of health benefits, disability benefits and death benefits cannot exceed a maximum of two years from the termination of his employment, rather than ten years.

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Payments and other benefits to Mr. Hermance under this provision include the following: lump sum payments, \$4,160,000; stock option grant vesting acceleration, \$5,660,575; restricted stock award vesting acceleration, \$7,359,119; health and disability insurance benefits, \$63,800; perquisites, \$75,942 (including use of an automobile and operating expenses in the amount of \$58,262; and country club fees).

**Acceleration of Vesting Provisions Pertaining to Stock Options and Restricted Stock.** Under our stock incentive plans, outstanding stock options generally will vest immediately upon the occurrence of any of the following events: (1) the holder's retirement after age 65, following two years of service with us; (2) the death of the holder; (3) the disability of the holder; or (4) the holder's termination of employment following a change of control. Benefits relating to accelerated vesting of stock options in connection with termination following a change of control (or, in the case of Mr. Hermance, in anticipation of, or upon a change of control), or upon normal retirement or death or disability are as follows: Mr. Hermance, \$5,660,575; Mr. Molinelli, \$1,359,729; Mr. Zapico, \$964,796; Mr. Jones, \$844,702; Mr. Hardin, \$791,226. The value of the accelerated vesting benefit equals the number of shares as to which the stock options would vest on an accelerated basis upon the occurrence of the specified termination or change of control event, multiplied by the difference between the closing price per share of our Common Stock on December 31, 2011 and the exercise price per share for the affected options.

Outstanding restricted stock generally will vest immediately upon the occurrence of either of the following events:

(1) the holder's death or disability; or (2) the holder's termination of employment following a change of control. Benefits relating to accelerated vesting of restricted stock in connection with termination following a change of control (or, in the case of Mr. Hermance, in anticipation of, or upon a change of control), or upon disability or death are as follows: Mr. Hermance, \$7,359,119; Mr. Molinelli, \$1,871,867; Mr. Zapico, \$1,207,508; Mr. Jones, \$1,119,499; Mr. Hardin, \$1,195,747. Benefits in connection with other events of termination addressed in the table below are as follows: Mr. Hermance, \$3,816,888; Mr. Molinelli, \$974,770; Mr. Zapico (normal retirement only), \$655,397; Mr. Jones (normal retirement only), \$574,721; Mr. Hardin (normal retirement only), \$631,597. The value of the accelerated vesting benefit equals the number of shares of restricted stock that would vest on an accelerated basis on the occurrence of the specified termination or change of control event times the closing price per share of our Common Stock on December 31, 2011, plus accrued dividends and the interest on the dividend balance.

Our incentive plans define change of control in substantially the same manner as the change of control agreements relating to our executives other than Mr. Hermance.

**Death Benefits.** Death benefits are payable to Messrs. Hermance and Molinelli under our Supplemental Senior Executive Death Benefit Plan, as described under Pension Benefits 2011. Death benefits are payable to Messrs. Zapico, Jones and Hardin under our 2004 Executive Death Benefit Plan, as described under Nonqualified Deferred Compensation 2011.

The amount of death benefits payable to each of the named executive officers in the event of his death would have been as follows on December 31, 2011: Mr. Hermance, \$1,153,000; Mr. Molinelli, \$948,200; Mr. Zapico, \$1,626,500; Mr. Jones, \$1,434,000; Mr. Hardin, \$1,638,300.

**Summary Table.** The following table summarizes the amounts payable to each of the named executive officers based on the items described above with respect to each of the events set forth in the table. As used in the table below, change of control refers to payment or other benefit events occurring upon a change of control or in connection with a termination related to a change of control, as applicable.

Name	Voluntary Termination/Early Retirement/		Involuntary Not For Cause Termination	Change of Control	Disability	Death
	Termination For Cause	Normal Retirement				
Frank S. Hermance	\$ 3,816,888	\$ 9,477,463	\$ 17,319,436	\$ 19,378,636	\$ 13,019,694	\$ 14,172,694
John J. Molinelli	974,770	2,334,499	974,770	6,690,092	3,231,596	4,179,796
David A. Zapico		1,620,193		4,972,970	2,172,304	3,798,804
Timothy N. Jones		1,419,423		4,674,467	1,964,201	3,398,201
John W. Hardin		1,422,823		4,395,700	1,986,973	3,625,573

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**STOCK OWNERSHIP OF  
EXECUTIVE OFFICERS AND DIRECTORS**

The Compensation Committee of the Board of Directors approved stock ownership guidelines for all executive officers, and reviews stock ownership on an annual basis. See Compensation Discussion and Analysis Stock Ownership Guidelines on page 19 for a discussion of stock ownership guidelines for our named executive officers.

The Board of Directors established stock ownership guidelines for non-employee Directors in order to more closely link their interests with those of stockholders. Under the guidelines, each non-employee Director is expected to own, by the end of a five-year period, shares of our Common Stock having a value equal to at least five times the Director's annual cash retainer. Each non-employee Director other than Mr. Conti, who first became a Director in 2010, has exceeded his or her required stock ownership level of five times his or her annual retainer.

The following table shows the number of shares of Common Stock that the Directors and all executive officers as a group beneficially owned, and the number of deemed shares held for the account of the executive officers under the SERP as of January 30, 2012.

Name	Outstanding Shares Beneficially Owned	Right to Acquire (2)	Number of Shares and Nature of Ownership (1)			Total Beneficial and SERP Ownership
			Total	Percent of Class	SERP	
Anthony J. Conti	2,032	792	2,824	*		2,824
John W. Hardin	41,632	66,258	107,890	*	8,044	115,934
Frank S. Hermance	1,583,412	733,373	2,316,785	1.4%	229,044	2,545,829
Timothy N. Jones	62,925	132,327	195,252	*	14,294	209,546
Charles D. Klein (3)	204,757	20,114	224,871	*		224,871
Steven W. Kohlhagen	32,395	20,114	52,509	*		52,509
James R. Malone	35,495	20,114	55,609	*		55,609
John J. Molinelli	422,987	218,590	641,577	*	81,773	723,350
Elizabeth R. Varet (4)	482,078	20,114	502,192	*		502,192
Dennis K. Williams	9,895	20,114	30,009	*		30,009
David A. Zapico	54,327	102,688	157,015	*	23,978	180,993
Directors and Executive Officers as a Group (12 persons) including individuals named above	2,995,976	1,406,810	4,402,786	2.7%	368,163	4,770,949

\* Represents less than 1% of the outstanding shares of our Common Stock.

(1) Under Rule 13d-3 of the Securities Exchange Act of 1934, as amended, beneficial ownership of a security consists of sole or shared voting power (including the power to vote or direct the vote) and/or sole or shared investment power (including the power to dispose or direct the disposition) with respect to the security through any contract, arrangement, understanding, relationship or otherwise.

(2) Shares the Director or executive officer has a right to acquire through stock option exercises within 60 days of January 30, 2012.

(Footnotes continue on following page.)

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- (3) Includes 4,500 shares owned by one of Mr. Klein's adult children through a trust for which Mr. Klein's wife is the trustee and as to which Mr. Klein disclaims any beneficial ownership. Includes 9,500 shares held by a charitable foundation of which Mr. Klein is a director.
- (4) Includes 49,000 shares, of which 45,000 shares are owned by a trust of which Ms. Varet's husband is a beneficiary and 4,000 shares are owned by Ms. Varet's adult children, as to which Ms. Varet disclaims any beneficial ownership. Ms. Varet has shared voting and investment power with respect to 379,821 shares.

**Table of Contents****BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDERS**

The following table provides information regarding the only entities known to us to be beneficial owners of more than five percent of the outstanding shares of our Common Stock as of March 16, 2012.

Name and Address of

Beneficial Owner	Nature of Beneficial Ownership		Number of Shares	Percent of Class
T. Rowe Price Associates, Inc.	Sole voting power for 2,646,715			
100 E. Pratt Street	shares and sole dispositive power	(1)	11,601,465	7.2%
Baltimore, MD 21202				
Columbia Wanger Asset Management, L.P.	Sole voting power for 10,346,250 shares and sole dispositive power...			
227 West Monroe Street, Suite 3000		(2)	11,037,750	6.8%
Chicago, IL 60606				
BlackRock, Inc.	Sole voting and dispositive power	(3)		
40 East 52 <sup>nd</sup> Street			9,500,994	5.9%
New York, NY 10022				

- (1) Based on Schedule 13G filed on February 13, 2012. These securities are owned by various individuals and institutional investors for which T. Rowe Price Associates, Inc. (Price Associates) serves as investment advisor with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.
- (2) Based on Schedule 13G filed on February 10, 2012.
- (3) Based on Schedule 13G filed on February 13, 2012.

**COMPLIANCE WITH SECTION 16(a) OF****THE SECURITIES EXCHANGE ACT OF 1934**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our Directors and officers to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of our Common Stock. Copies of all such Section 16(a) reports are required to be furnished to us. These filing requirements also apply to holders of more than 10% of our Common Stock, but we do not know of any person that holds more than 10% of our Common Stock. To our knowledge, based solely on a review of the copies of Section 16(a) reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2011, all of our officers and Directors made all required filings on a timely basis except for one Form 4 report that was filed one day late by Mr. Mandos reporting one transaction due to an inadvertent administrative error.



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**OTHER BUSINESS**

We are not aware of any other matters that will be presented at the Annual Meeting. If other matters are properly introduced, the individuals named on the enclosed proxy card will vote the shares it represents in accordance with their judgment.

By Order of the Board of Directors

Kathryn E. Sena  
*Corporate Secretary*

Dated: March 23, 2012

**MULTIPLE STOCKHOLDERS SHARING THE SAME ADDRESS**

Registered and street-name stockholders who reside at a single address receive only one annual report and proxy statement at that address unless a stockholder provides contrary instructions. This practice is known as *householding* and is designed to reduce duplicate printing and postage costs. However, if a stockholder wishes in the future to receive a separate annual report or proxy statement, he or she may contact our transfer agent, American Stock Transfer & Trust Company, toll-free at 1-800-937-5449, or in writing at American Stock Transfer & Trust Company, Stockholder Services, 6201 15<sup>th</sup> Avenue, Brooklyn, NY 11219. Stockholders can request *householding* if they receive multiple copies of the annual report and proxy statement by contacting American Stock Transfer & Trust Company at the address above.

**ELECTRONIC DISTRIBUTION OF PROXY STATEMENTS**

**AND ANNUAL REPORTS**

To receive future AMETEK, Inc. proxy statements and annual reports electronically, please visit [www.amstock.com](http://www.amstock.com). Click on Shareholder Account Access to enroll. After logging in, select Receive Company Mailings via E-mail. Once enrolled, stockholders will no longer receive a printed copy of proxy materials, unless they request one. Each year they will receive an e-mail explaining how to access the Annual Report and Proxy Statement online as well as how to vote their shares online. They may suspend electronic distribution at any time by contacting American Stock Transfer & Trust Company.

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**APPENDIX A**

**AMETEK, Inc.**

**ANNUAL FINANCIAL INFORMATION AND REVIEW OF OPERATIONS**

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**Table of Contents****INFORMATION RELATING TO AMETEK COMMON STOCK**

The principal market on which the Company's common stock is traded is the New York Stock Exchange and it is traded under the symbol AME.

**Market Price and Dividends Per Share**

The high and low sales prices of the Company's common stock on the New York Stock Exchange composite tape and the quarterly dividends per share paid on the common stock were:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>2011</b>				
<b>Dividends paid per share</b>	<b>\$ 0.06</b>	<b>\$ 0.06</b>	<b>\$ 0.06</b>	<b>\$ 0.06</b>
<b>Common stock trading range:</b>				
<b>High</b>	<b>\$ 44.83</b>	<b>\$ 47.00</b>	<b>\$ 46.59</b>	<b>\$ 43.73</b>
<b>Low</b>	<b>\$ 38.38</b>	<b>\$ 40.38</b>	<b>\$ 32.67</b>	<b>\$ 30.87</b>
<b>2010</b>				
Dividends paid per share	\$ 0.04	\$ 0.04	\$ 0.04	\$ 0.06
Common stock trading range:				
High	\$ 27.89	\$ 29.59	\$ 32.41	\$ 41.34
Low	\$ 23.76	\$ 25.33	\$ 26.46	\$ 31.55

**Stock Performance Graph**

The following graph and accompanying table compare the cumulative total stockholder return for AMETEK, Inc. over the last five years ended December 31, 2011 with total returns for the same period for the Russell 1000 Index and the Dow Jones U.S. Electronic Equipment Index. The performance graph and table assume a \$100 investment made on December 31, 2006 and reinvestment of all dividends. The stock performance shown on the graph below is based on historical data and is not necessarily indicative of future stock price performance.

	2006	2007	December 31,		2010	2011
			2008	2009		
AMETEK, Inc.	\$ 100.00	\$ 148.01	\$ 96.01	\$ 122.40	\$ 189.54	\$ 204.50
Russell 1000 Index*	100.00	105.77	66.01	84.77	98.42	99.90
Dow Jones U.S. Electronic Equipment Index*	100.00	117.34	68.89	99.05	133.21	121.36

\*Includes AMETEK, Inc.

**Table of Contents****AMETEK, INC.****SELECTED FINANCIAL DATA**

	2011	2010	2009	2008	2007
	(In millions, except per share amounts)				
<b>Consolidated Operating Results (Year Ended December 31):</b>					
Net sales	\$ 2,989.9	\$ 2,471.0	\$ 2,098.4	\$ 2,531.1	\$ 2,136.9
Operating income	\$ 635.9	\$ 482.2	\$ 366.1	\$ 432.7	\$ 386.6
Interest expense	\$ (69.7)	\$ (67.5)	\$ (68.8)	\$ (63.7)	\$ (46.9)
Net income	\$ 384.5	\$ 283.9	\$ 205.8	\$ 247.0	\$ 228.0
Earnings per share:					
Basic	\$ 2.40	\$ 1.79	\$ 1.28	\$ 1.55	\$ 1.44
Diluted	\$ 2.37	\$ 1.76	\$ 1.27	\$ 1.53	\$ 1.41
Dividends declared and paid per share	\$ 0.24	\$ 0.18	\$ 0.16	\$ 0.16	\$ 0.16
Weighted average common shares outstanding:					
Basic	160.3	159.1	160.2	159.2	158.7
Diluted	162.1	160.9	161.8	161.2	161.4
<b>Performance Measures and Other Data:</b>					
Operating income Return on net sales	21.3%	19.5%	17.4%	17.1%	18.1%
Return on average total assets	15.6%	13.6%	11.6%	14.9%	15.9%
Net income Return on average total capital(1)	12.3%	10.2%	8.2%	10.9%	12.0%
Return on average stockholders equity(1)	20.1%	17.0%	14.4%	19.5%	20.7%
EBITDA(2)	\$ 712.2	\$ 545.9	\$ 428.0	\$ 489.4	\$ 433.9
Ratio of EBITDA to interest expense(2)	10.2x	8.2x	6.3x	7.7x	9.3x
Depreciation and amortization	\$ 86.5	\$ 72.9	\$ 65.5	\$ 63.3	\$ 52.7
Capital expenditures	\$ 50.8	\$ 39.2	\$ 33.1	\$ 44.2	\$ 37.6
Cash provided by operating activities	\$ 508.6	\$ 423.0	\$ 364.7	\$ 247.3	\$ 278.5
Free cash flow(3)	\$ 457.8	\$ 383.8	\$ 331.6	\$ 203.1	\$ 240.9
<b>Consolidated Financial Position (At December 31):</b>					
Current assets	\$ 1,059.1	\$ 974.5	\$ 969.4	\$ 954.6	\$ 952.2
Current liabilities	\$ 628.9	\$ 550.9	\$ 424.3	\$ 447.5	\$ 640.8
Property, plant and equipment, net	\$ 325.3	\$ 318.1	\$ 310.1	\$ 307.9	\$ 293.1
Total assets	\$ 4,319.5	\$ 3,818.9	\$ 3,246.0	\$ 3,055.5	\$ 2,745.7
Long-term debt	\$ 1,123.4	\$ 1,071.4	\$ 955.9	\$ 1,093.2	\$ 667.0
Total debt	\$ 1,263.9	\$ 1,168.5	\$ 1,041.7	\$ 1,111.7	\$ 903.0
Stockholders equity(1)	\$ 2,052.8	\$ 1,775.2	\$ 1,567.0	\$ 1,287.8	\$ 1,240.7
Stockholders equity per share(1)	\$ 12.80	\$ 11.05	\$ 9.68	\$ 8.04	\$ 7.70
Total debt as a percentage of capitalization(1)	38.1%	39.7%	39.9%	46.3%	42.1%
Net debt as a percentage of capitalization(1)(4)	34.8%	36.2%	33.7%	44.3%	37.1%

See Notes to Selected Financial Data on the following page.

**Table of Contents****Notes to Selected Financial Data**

- (1) The adoption of provisions in Financial Accounting Standards Board Accounting Standards Codification Topic 740, *Income Taxes* as of January 1, 2007, resulted in a \$5.9 million charge to the opening balance of stockholders' equity.
- (2) EBITDA represents income before interest, income taxes, depreciation and amortization. EBITDA is presented because the Company is aware that it is used by rating agencies, securities analysts, investors and other parties in evaluating the Company. It should not be considered, however, as an alternative to operating income as an indicator of the Company's operating performance or as an alternative to cash flows as a measure of the Company's overall liquidity as presented in the Company's consolidated financial statements. Furthermore, EBITDA measures shown for the Company may not be comparable to similarly titled measures used by other companies. The following table presents the reconciliation of net income reported in accordance with U.S. generally accepted accounting principles (GAAP) to EBITDA:

	2011	Year Ended December 31,			2007
		2010	2009	2008	
	(In millions)				
Net income	\$ 384.5	\$ 283.9	\$ 205.8	\$ 247.0	\$ 228.0
Add (deduct):					
Interest expense	69.7	67.5	68.8	63.7	46.9
Interest income	(0.7)	(0.7)	(1.0)	(3.9)	(2.1)
Income taxes	172.2	122.3	88.9	119.3	108.4
Depreciation	48.9	45.4	42.2	45.8	42.3
Amortization	37.6	27.5	23.3	17.5	10.4
Total adjustments	327.7	262.0	222.2	242.4	205.9
EBITDA	\$ 712.2	\$ 545.9	\$ 428.0	\$ 489.4	\$ 433.9

- (3) Free cash flow represents cash flow from operating activities less capital expenditures. Free cash flow is presented because the Company is aware that it is used by rating agencies, securities analysts, investors and other parties in evaluating the Company. (Also see note 2 above). The following table presents the reconciliation of cash flow from operating activities reported in accordance with U.S. GAAP to free cash flow:

	2011	Year Ended December 31,			2007
		2010	2009	2008	
	(In millions)				
Cash provided by operating activities	\$ 508.6	\$ 423.0	\$ 364.7	\$ 247.3	\$ 278.5
Deduct: Capital expenditures	(50.8)	(39.2)	(33.1)	(44.2)	(37.6)
Free cash flow	\$ 457.8	\$ 383.8	\$ 331.6	\$ 203.1	\$ 240.9

- (4) Net debt represents total debt minus cash and cash equivalents. Net debt is presented because the Company is aware that it is used by securities analysts, investors and other parties in evaluating the Company. (Also see note 2 above). The following table presents the reconciliation of total debt reported in accordance with U.S. GAAP to net debt:

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	2011	2010	December 31, 2009 (In millions)	2008	2007
Total debt	\$ 1,263.9	\$ 1,168.5	\$ 1,041.7	\$ 1,111.7	\$ 903.0
Less: Cash and cash equivalents	(170.4)	(163.2)	(246.4)	(87.0)	(170.1)
Net debt	1,093.5	1,005.3	795.3	1,024.7	732.9
Stockholders' equity	2,052.8	1,775.2	1,567.0	1,287.8	1,240.7
Capitalization (net debt plus stockholders' equity)	\$ 3,146.3	\$ 2,780.5	\$ 2,362.3	\$ 2,312.5	\$ 1,973.6
Net debt as a percentage of capitalization	34.8%	36.2%	33.7%	44.3%	37.1%

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**AMETEK, INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF**

**FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This report includes forward-looking statements based on the Company's current assumptions, expectations and projections about future events. When used in this report, the words believes, anticipates, may, expect, intend, estimate, project and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words. For more information concerning risks and other factors, that could have a material adverse effect on our business, or could cause actual results to differ materially from management's expectations, see Forward-Looking Information on page A-18.

The following discussion and analysis of the Company's results of operations and financial condition should be read in conjunction with Selected Financial Data and the consolidated financial statements of the Company and the related notes included elsewhere in this Appendix. We begin with an overview of our business and operations.

**Business Overview**

As a global business, AMETEK's operations are affected by global, regional and industry economic factors. However, the Company's strategic geographic and industry diversification, and its mix of products and services, have helped to limit the potential adverse impact of any unfavorable developments in any one industry or the economy of any single country on its consolidated operating results. In 2011, the Company established records for net sales, operating income, operating income margins, net income, diluted earnings per share and operating cash flow. The impact of contributions from recent acquisitions, combined with successful Operational Excellence initiatives, had a positive impact on 2011 results. The Company also benefited from its strategic initiatives under AMETEK's four growth strategies: Operational Excellence, New Product Development, Global and Market Expansion and Strategic Acquisitions and Alliances. Highlights of 2011 were:

In 2011, net sales were \$3.0 billion, an increase of \$518.9 million or 21.0% from 2010, on internal growth of approximately 16% in the Electronic Instruments Group (EIG) and 6% in the Electromechanical Group (EMG) excluding the effect of foreign currency translation, and contributions from the 2010 and 2011 acquisitions.

Net income for 2011 was \$384.5 million, an increase of \$100.6 million or 35.4% when compared with \$283.9 million in 2010.

During 2011, the Company completed the following acquisitions:

In April 2011, the Company acquired Avicenna Technology, Inc. (Avicenna), a supplier of custom, fine-featured components used in the medical device industry.

In May 2011, the Company acquired Coining Holding Company (Coining), a leading supplier of custom-shaped metal preforms, microstampings and bonding wire solutions for interconnect applications in microelectronics packaging and assembly.

In October 2011, the Company acquired Reichert Technologies, a manufacturer of analytical instruments and diagnostic devices for the eye care market.

In October 2011, the Company acquired EM Test (Switzerland) GmbH, a manufacturer of advanced monitoring, testing, calibrating and display instruments in the electrical immunity testing and emissions measurement markets.

In December 2011, the Company acquired Technical Manufacturing Corporation ( TMC ), a world leader in high-performance vibration isolation systems and optical test benches used to isolate highly sensitive instruments for the microelectronics, life sciences, photonics and ultra-precision manufacturing industries.

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Higher earnings resulted in record cash flow provided by operating activities that totaled \$508.6 million for 2011, a \$85.6 million or 20.2% increase from 2010.

The Company continues to maintain a strong international sales presence. International sales, including U.S. export sales, were \$1,501.1 million or 50.2% of net sales in 2011, compared with \$1,211.3 million or 49.0% of net sales in 2010.

New orders for 2011 were \$3,072.5 million, an increase of \$421.2 million or 15.9% when compared with \$2,651.3 million in 2010. As a result, the Company's backlog of unfilled orders at December 31, 2011 was a year end record at \$911.4 million.

The Company continued its emphasis on investment in research, development and engineering, spending \$137.6 million in 2011 before customer reimbursement of \$6.1 million. Sales from products introduced in the last three years were \$595.2 million or 19.9% of net sales.

In September 2011, AMETEK completed a new five-year revolving credit facility with a total borrowing capacity of \$700 million, which excludes an accordion feature that permits the Company to request up to an additional \$200 million in revolving credit commitments at any time during the life of the revolving credit agreement under certain conditions. The new revolving credit facility replaced a \$450 million total borrowing capacity revolving credit facility, which excluded a \$100 million accordion feature, that was due to expire in June 2012. At December 31, 2011, the Company had \$742.7 million available under its revolving credit facility, including the \$200 million accordion feature.

In the fourth quarter of 2011, the Company issued a 55 million Swiss franc (\$59.0 million) 2.44% senior note due December 2021.

**Results of Operations**

The following table sets forth net sales and income by reportable segment and on a consolidated basis:

	Year Ended December 31,		
	2011	2010	2009
	(In thousands)		
<b>Net sales(1):</b>			
Electronic Instruments	\$ 1,647,195	\$ 1,324,113	\$ 1,146,578
Electromechanical	1,342,719	1,146,839	951,777
Consolidated net sales	\$ 2,989,914	\$ 2,470,952	\$ 2,098,355
<b>Operating income and income before income taxes:</b>			
Segment operating income(2):			
Electronic Instruments	\$ 420,197	\$ 316,184	\$ 232,875
Electromechanical	262,710	210,397	166,582
Total segment operating income	682,907	526,581	399,457
Corporate administrative and other expenses	(46,966)	(44,423)	(33,407)
Consolidated operating income	635,941	482,158	366,050
Interest and other expenses, net	(79,299)	(75,908)	(71,417)
Consolidated income before income taxes	\$ 556,642	\$ 406,250	\$ 294,633

- (1) After elimination of intra- and intersegment sales, which are not significant in amount.
- (2) Segment operating income represents net sales less all direct costs and expenses (including certain administrative and other expenses) applicable to each segment, but does not include interest expense.

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**Table of Contents****Year Ended December 31, 2011 Compared with Year Ended December 31, 2010***Results of Operations*

In 2011, the Company established records for sales, operating income, operating income margins, net income, diluted earnings per share and operating cash flow. The Company achieved these results from strong internal growth in both EIG and EMG, as well as contributions from acquisitions completed in 2011 and the acquisitions of Technical Services for Electronics ( TSE ) in June 2010, Haydon Enterprises in July 2010 and Atlas Material Testing Technology LLC ( Atlas ) in November 2010. The full year impact of the 2011 acquisitions and our Operational Excellence capabilities should have a positive impact on our 2012 results.

Net sales for 2011 were \$2,989.9 million, an increase of \$518.9 million or 21.0% when compared with net sales of \$2,471.0 million in 2010. Net sales for EIG were \$1,647.2 million in 2011, an increase of 24.4% from net sales of \$1,324.1 million in 2010. Net sales for EMG were \$1,342.7 million in 2011, an increase of 17.1% from net sales of \$1,146.8 million in 2010. The increase in net sales was primarily attributable to higher order rates, as well as the impact of the acquisitions mentioned above. The net sales increase for 2011 was driven by strong internal sales growth of approximately 11%, which excludes a 1% favorable effect of foreign currency translation. The acquisitions mentioned above contributed the remainder of the net sales increase.

Total international sales for 2011 were \$1,501.1 million or 50.2% of net sales, an increase of \$289.8 million or 23.9% when compared with international sales of \$1,211.3 million or 49.0% of net sales in 2010. The \$289.8 million increase in international sales resulted from higher sales growth noted above, driven by continued strong expansion into Asia, as well as growth in Europe, and includes the effect of foreign currency translation. Both reportable segments of the Company maintain a strong international sales presence in Europe and Asia. Export shipments from the United States, which are included in total international sales, were \$774.9 million in 2011, an increase of \$210.4 million or 37.3% compared with \$564.5 million in 2010. Export shipments improved due to increased exports from both the base businesses and the acquisitions noted above.

New orders for 2011 were \$3,072.5 million, an increase of \$421.2 million or 15.9% when compared with \$2,651.3 million in 2010. For 2011, internal order growth was approximately 8%, excluding a 1% favorable effect of foreign currency translation, driven by the differentiated businesses of both EIG and EMG, with the acquisitions mentioned above accounting for the remainder of the increase. As a result, the Company's backlog of unfilled orders at December 31, 2011 was a year end record at \$911.4 million, an increase of \$82.6 million or 10.0% when compared with \$828.8 million at December 31, 2010.

Segment operating income for 2011 was \$682.9 million, an increase of \$156.3 million or 29.7% when compared with segment operating income of \$526.6 million in 2010. Segment operating income, as a percentage of net sales, increased to 22.8% in 2011 from 21.3% in 2010. The increase in segment operating income and segment operating margins resulted primarily from the leveraged impact of the Company's net sales increase noted above, as well as the benefits of the Company's lower cost structure through Operational Excellence initiatives.

Selling, general and administrative ( SG&A ) expenses for 2011 were \$349.3 million, an increase of \$52.8 million or 17.8% when compared with \$296.5 million in 2010. As a percentage of net sales, SG&A expenses were 11.7% for 2011, compared with 12.0% in 2010. A portion of the increase in SG&A expenses was the result of a \$2.1 million charge recorded in corporate administrative expenses related to the accelerated vesting of an April 2009 restricted stock grant in the second quarter of 2011. Selling expense increased \$49.4 million or 19.5% for 2011 driven by the increase in net sales noted above. Selling expenses, as a percentage of net sales, decreased to 10.1% for 2011, compared with 10.3% for 2010. Base business selling expense increased approximately 11.6% for 2011, which was in line with internal sales growth.

Corporate administrative expenses for 2011 were \$46.6 million, an increase of \$3.5 million or 8.1% when compared with \$43.1 million in 2010. As a percentage of net sales, corporate administrative expenses were 1.6% for 2011, compared with 1.7% in 2010. The increase in corporate administrative expenses was primarily the result of equity-based compensation associated with the accelerated vesting of restricted stock in the second quarter of 2011, noted above, as well as higher compensation related expenses.

Consolidated operating income was \$635.9 million or 21.3% of net sales for 2011, an increase of \$153.7 million or 31.9% when compared with \$482.2 million or 19.5% of net sales in 2010.

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Interest expense was \$69.7 million for 2011, an increase of \$2.2 million or 3.3% when compared with \$67.5 million in 2010. The increase was primarily due to the full year impact of the issuance of an 80 million British pound senior note in the third quarter of 2010, partially offset by the repayment of a 50 million British pound senior note in the third quarter of 2010.

Other expenses, net were \$9.6 million for 2011, an increase of \$1.2 million when compared with \$8.4 million in 2010. The increase was primarily driven by higher acquisition-related expenses and an unfavorable impact from foreign currency.

The effective tax rate for 2011 was 30.9% compared with 30.1% in 2010. The effective tax rate for 2011 included the impact of the accelerated vesting of non-deductible restricted stock amortization. The effective tax rate for 2011 and 2010 included the impact of international statutory tax rate reductions and benefits obtained from a favorable mix of international taxable earnings. See Note 8 to the consolidated financial statements included in this Appendix for further details.

Net income for 2011 was \$384.5 million, an increase of \$100.6 million or 35.4% when compared with \$283.9 million in 2010. Diluted earnings per share for 2011 were \$2.37, an increase of \$0.61 or 34.7% when compared with \$1.76 per diluted share in 2010.

### *Segment Results*

**EIG** s net sales totaled \$1,647.2 million for 2011, an increase of \$323.1 million or 24.4% when compared with \$1,324.1 million in 2010. The net sales increase was due to internal growth of approximately 16%, excluding a favorable 1% effect of foreign currency translation, and was driven primarily by increases in EIG s process, power and industrial businesses. The acquisitions of EM Test, Reichert Technologies and Atlas accounted for the remainder of the net sales increase.

EIG s operating income was \$420.2 million for 2011, an increase of \$104.0 million or 32.9% when compared with \$316.2 million in 2010. EIG s operating margins were 25.5% of net sales for 2011 compared with 23.9% of net sales in 2010. The increase in segment operating income and operating margins was driven by the leveraged impact of the Group s increase in net sales noted above, as well as the benefit of the Group s lower cost structure through Operational Excellence initiatives.

**EMG** s net sales totaled \$1,342.7 million for 2011, an increase of \$195.9 million or 17.1% when compared with \$1,146.8 million in 2010. The net sales increase was due to internal growth of approximately 6%, excluding a favorable 1% effect of foreign currency translation, and was driven by increases in EMG s differentiated businesses. The acquisitions of Coining, Avicenna, Haydon Enterprises and TSE accounted for the remainder of the net sales increase.

EMG s operating income was \$262.7 million for 2011, an increase of \$52.3 million or 24.9% when compared with \$210.4 million in 2010. EMG s operating margins were 19.6% of net sales for 2011 compared with 18.3% of net sales in 2010. EMG s increase in operating income and operating margins was primarily due to the leveraged impact of the Group s increase in net sales noted above, as well as the benefit of the Group s lower cost structure through Operational Excellence initiatives.

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**Table of Contents****Year Ended December 31, 2010 Compared with Year Ended December 31, 2009***Results of Operations*

In 2010, the Company posted strong sales and established records for operating income, operating income margins, net income, diluted earnings per share and operating cash flow. The Company achieved these results from strong internal growth in both EIG and EMG, as well as contributions from acquisitions of TSE, Haydon Enterprises and Atlas in 2010 and the acquisitions of High Standard Aviation in January 2009 and Ameron Global in December 2009. In the fourth quarter of 2009, the Company began to experience increased order rates which continued through 2010.

Net sales for 2010 were \$2,471.0 million, an increase of \$372.6 million or 17.8% when compared with net sales of \$2,098.4 million in 2009. Net sales for EIG were \$1,324.1 million in 2010, an increase of 15.5% from net sales of \$1,146.6 million in 2009. Net sales for EMG were \$1,146.8 million in 2010, an increase of 20.5% from net sales of \$951.8 million in 2009. The increase in net sales was primarily attributable to higher order rates, as well as the impact of the acquisitions mentioned above. The net sales increase for 2010 was driven by strong internal sales growth of approximately 13%, with no impact from foreign currency translation. The acquisitions mentioned above contributed the remainder of the net sales increase.

Total international sales for 2010 were \$1,211.3 million or 49.0% of net sales, an increase of \$179.6 million or 17.4% when compared with international sales of \$1,031.7 million or 49.2% of net sales in 2009. The \$179.6 million increase in international sales resulted from higher sales growth noted above, as well as continued expansion into Asia, and includes the effect of foreign currency translation. Both reportable segments of the Company maintain a strong international sales presence in Europe and Asia. Export shipments from the United States, which are included in total international sales, were \$564.5 million in 2010, an increase of \$150.4 million or 36.3% compared with \$414.1 million in 2009. Export shipments improved due to increased exports from both the base businesses and the acquisitions noted above.

New orders for 2010 were \$2,651.3 million, an increase of \$623.2 million or 30.7% when compared with \$2,028.1 million in 2009. Throughout most of 2009, the Company experienced lower order rates primarily as a result of the global economic recession, which began in late 2008 and continued through most of 2009. However, order rates stabilized in the third quarter of 2009 and began to increase in the fourth quarter of 2009. For 2010, internal order growth was approximately 23%, excluding a 1% unfavorable effect of foreign currency translation, driven by both the Company's differentiated and cost-driven businesses, with the acquisitions mentioned above accounting for the remainder of the increase. As a result, the Company's backlog of unfilled orders at December 31, 2010 was \$828.8 million, an increase of \$180.4 million or 27.8% when compared with \$648.4 million at December 31, 2009.

Segment operating income for 2010 was \$526.6 million, an increase of \$127.1 million or 31.8% when compared with segment operating income of \$399.5 million in 2009. Segment operating income, as a percentage of net sales, increased to 21.3% in 2010 from 19.0% in 2009. The increase in segment operating income and segment operating margins resulted primarily from the leveraged impact of the Company's net sales increase noted above, as well as the benefits of the Company's lower cost structure through Operational Excellence initiatives.

SG&A expenses for 2010 were \$296.5 million, an increase of \$42.4 million or 16.7% when compared with \$254.1 million in 2009. As a percentage of net sales, SG&A expenses were 12.0% for 2010, compared with 12.1% in 2009. Selling expense increased \$32.4 million or 14.7% for 2010, which was in line with internal sales growth. Selling expenses, as a percentage of net sales, decreased to 10.3% for 2010, compared with 10.5% for 2009. Additionally, the Company's acquisition strategy generally is to acquire differentiated businesses, which because of their distribution channels and higher marketing costs tend to have a higher content of selling expenses. Base business selling expense increased approximately 11.1% for 2010.

Corporate administrative expenses for 2010 were \$43.1 million, an increase of \$9.9 million or 29.8% when compared with \$33.2 million in 2009. As a percentage of net sales, corporate administrative expenses were 1.7% for 2010, compared with 1.6% in 2009. The increase in corporate administrative expenses was primarily driven by higher compensation related expenses, as well as other costs necessary to grow the business.

Consolidated operating income was \$482.2 million or 19.5% of net sales for 2010, an increase of \$116.1 million or 31.7% when compared with \$366.1 million or 17.4% of net sales in 2009.

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Interest expense was \$67.5 million for 2010, a decrease of \$1.3 million or 1.9% when compared with \$68.8 million in 2009. The decrease was primarily due to the impact of the repayment of a 40 million British pound borrowing under the revolving credit facility in the second quarter of 2009 and a 50 million British pound senior note in the third quarter of 2010, partially offset by the issuance of an 80 million British pound senior note in the third quarter of 2010.

Other expenses, net were \$8.4 million for 2010, an increase of \$5.7 million when compared with \$2.7 million in 2009. The increase was primarily driven by acquisition related expenses.

The effective tax rate for 2010 was 30.1% compared with 30.2% in 2009. The effective tax rate for 2010 primarily reflects the impact of settlements of income tax examinations and the benefits obtained from international and state income tax planning initiatives.

Net income for 2010 was \$283.9 million, an increase of \$78.1 million or 37.9% when compared with \$205.8 million in 2009. Diluted earnings per share for 2010 were \$1.76, an increase of \$0.49 or 38.6% when compared with \$1.27 per diluted share in 2009.

### *Segment Results*

**EIG** s net sales totaled \$1,324.1 million for 2010, an increase of \$177.5 million or 15.5% when compared with \$1,146.6 million in 2009. The net sales increase was due to internal growth of approximately 15%, with no impact from foreign currency translation, driven primarily by EIG s process, power and industrial businesses. The acquisition of Atlas primarily accounted for the remainder of the net sales increase.

EIG s operating income was \$316.2 million for 2010, an increase of \$83.3 million or 35.8% when compared with \$232.9 million in 2009. EIG s operating margins were 23.9% of net sales for 2010 compared with 20.3% of net sales in 2009. The increase in segment operating income and operating margins was driven by the leveraged impact of the Group s increase in net sales noted above, as well as the benefit of the Group s lower cost structure through Operational Excellence initiatives.

**EMG** s net sales totaled \$1,146.8 million for 2010, an increase of \$195.0 million or 20.5% when compared with \$951.8 million in 2009. The net sales increase was due to internal growth of approximately 12%, with no impact from foreign currency translation. The acquisitions of Ameron Global, TSE and Haydon Enterprises primarily accounted for the remainder of the net sales increase.

EMG s operating income was \$210.4 million for 2010, an increase of \$43.8 million or 26.3% when compared with \$166.6 million in 2009. EMG s operating margins were 18.3% of net sales for 2010 compared with 17.5% of net sales in 2009. EMG s increase in operating income and operating margins was primarily due to the leveraged impact of the Group s higher net sales, which includes the acquisitions mentioned above.

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**Table of Contents****Liquidity and Capital Resources**

Cash provided by operating activities totaled \$508.6 million in 2011, an increase of \$85.6 million or 20.2% when compared with \$423.0 million in 2010. The increase in cash provided by operating activities was primarily due to the \$100.6 million increase in net income, partially offset by higher overall operating working capital levels necessary to grow the Company's businesses. Free cash flow (cash flow provided by operating activities less capital expenditures) was \$457.8 million in 2011, compared with \$383.8 million in 2010. EBITDA (earnings before interest, income taxes, depreciation and amortization) was \$712.2 million in 2011, compared with \$545.9 million in 2010. Free cash flow and EBITDA are presented because the Company is aware that they are measures used by third parties in evaluating the Company. (See tables on page A-4 for a reconciliation of U.S. generally accepted accounting principles ( GAAP ) measures to comparable non-GAAP measures).

Cash used for investing activities totaled \$526.5 million in 2011, compared with \$566.8 million in 2010. In 2011, the Company paid \$474.9 million for five business acquisitions, net of cash received, compared with \$538.6 million paid for six business acquisitions, net of cash received, in 2010. Additions to property, plant and equipment totaled \$50.8 million in 2011, compared with \$39.2 million in 2010.

Cash provided by financing activities totaled \$31.9 million in 2011, compared with \$62.6 million in 2010. In 2011, net total borrowings increased by \$99.1 million, compared with a net total borrowings increase of \$139.3 million in 2010. In 2011, the Company repurchased 1.7 million shares of its common stock for \$59.3 million, compared with \$78.6 million used for repurchases of 3.1 million shares of the Company's common stock in 2010. In November 2011, the Board of Directors approved an increase of \$100 million in the authorization for the repurchase of the Company's common stock. At December 31, 2011, \$105.5 million was available under the Board authorization for future share repurchases.

In September 2011, AMETEK completed a new five-year revolving credit facility with a total borrowing capacity of \$700 million, which excludes an accordion feature that permits the Company to request up to an additional \$200 million in revolving credit commitments at any time during the life of the revolving credit agreement under certain conditions. Interest rates on outstanding loans under either the current or replaced revolving credit facility are at the applicable London Interbank Offered Rate ( LIBOR ) plus a negotiated spread, or at the U.S. prime rate. The new revolving credit facility replaced a \$450 million total borrowing capacity revolving credit facility, which excluded a \$100 million accordion feature, that was due to expire in June 2012. The new revolving credit facility provides the Company with additional financial flexibility to support its growth plans, including its successful acquisition strategy. At December 31, 2011, the Company had available borrowing capacity of \$742.7 million under its revolving credit facility, including the \$200 million accordion feature.

In the fourth quarter of 2011, the Company issued a 55 million Swiss franc (\$59.0 million) 2.44% senior note due December 2021.

In the third quarter of 2010, the Company paid in full an expiring 50 million British pound (\$78.2 million) 5.96% senior note. In the third quarter of 2010, the Company issued an 80 million British pound (\$124.3 million at December 31, 2011) 4.68% senior note due September 2020.

At December 31, 2011, total debt outstanding was \$1,263.9 million, compared with \$1,168.5 million at December 31, 2010, with no significant maturities until 2015. The debt-to-capital ratio was 38.1% at December 31, 2011, compared with 39.7% at December 31, 2010. The net debt-to-capital ratio (total debt less cash and cash equivalents divided by the sum of net debt and stockholders' equity) was 34.8% at December 31, 2011, compared with 36.2% at December 31, 2010. The net debt-to-capital ratio is presented because the Company is aware that this measure is used by third parties in evaluating the Company. (See table on page A-4 for a reconciliation of U.S. GAAP measures to comparable non-GAAP measures).

Additional financing activities for 2011 include cash dividends paid of \$38.4 million compared with \$28.6 million in 2010. Proceeds from the exercise of employee stock options were \$19.6 million in 2011, compared with \$21.5 million in 2010.





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(6) Purchase obligations primarily consist of contractual commitments to purchase certain inventories at fixed prices.

### *Other Commitments*

The Company has standby letters of credit and surety bonds of \$26.8 million related to performance and payment guarantees at December 31, 2011. Based on experience with these arrangements, the Company believes that any obligations that may arise will not be material to its financial position.

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**Table of Contents****Critical Accounting Policies**

The Company has identified its critical accounting policies as those accounting policies that can have a significant impact on the presentation of the Company's financial condition and results of operations and that require the use of complex and subjective estimates based upon past experience and management's judgment. Because of the uncertainty inherent in such estimates, actual results may differ materially from the estimates used. The consolidated financial statements and related notes contain information that is pertinent to the Company's accounting policies and to management's discussion and analysis. The information that follows represents additional specific disclosures about the Company's accounting policies regarding risks, estimates, subjective decisions or assessments whereby materially different financial condition and results of operations could have been reported had different assumptions been used or different conditions existed. Primary disclosure of the Company's significant accounting policies is in Note 1 to the consolidated financial statements.

*Revenue Recognition.* The Company recognizes revenue on product sales in the period when the sales process is complete. This generally occurs when products are shipped to the customer in accordance with terms of an agreement of sale, under which title and risk of loss have been transferred, collectability is reasonably assured and pricing is fixed or determinable. For a small percentage of sales where title and risk of loss passes at point of delivery, the Company recognizes revenue upon delivery to the customer, assuming all other criteria for revenue recognition are met. The policy with respect to sales returns and allowances generally provides that the customer may not return products or be given allowances, except at the Company's option. The Company has agreements with distributors that do not provide expanded rights of return for unsold products. The distributor purchases the product from the Company, at which time title and risk of loss transfers to the distributor. The Company does not offer substantial sales incentives and credits to its distributors other than volume discounts. The Company accounts for the sales incentive as a reduction of revenues when the sale is recognized. Accruals for sales returns, other allowances and estimated warranty costs are provided at the time revenue is recognized based upon past experience. At December 31, 2011, 2010 and 2009, the accrual for future warranty obligations was \$22.5 million, \$18.3 million and \$16.0 million, respectively. The Company's expense for warranty obligations was \$13.2 million, \$10.6 million and \$8.2 million in 2011, 2010 and 2009, respectively. The warranty periods for products sold vary widely among the Company's operations, but for the most part do not exceed one year. The Company calculates its warranty expense provision based on past warranty experience and adjustments are made periodically to reflect actual warranty expenses. If actual future sales returns and allowances and warranty amounts are higher than past experience, additional accruals may be required.

*Accounts Receivable.* The Company maintains allowances for estimated losses resulting from the inability of specific customers to meet their financial obligations to the Company. A specific reserve for bad debts is recorded against the amount due from these customers. For all other customers, the Company recognizes reserves for bad debts based on the length of time specific receivables are past due based on its historical experience. If the financial condition of the Company's customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required. The allowance for possible losses on receivables was \$7.8 million and \$6.0 million at December 31, 2011 and 2010, respectively.

*Inventories.* The Company uses the first-in, first-out ( FIFO ) method of accounting, which approximates current replacement cost, for approximately 74% of its inventories at December 31, 2011. The last-in, first-out ( LIFO ) method of accounting is used to determine cost for the remaining 26% of its inventory at December 31, 2011. For inventories where cost is determined by the LIFO method, the FIFO value would have been \$25.1 million and \$23.9 million higher than the LIFO value reported in the consolidated balance sheet at December 31, 2011 and 2010, respectively. The Company provides estimated inventory reserves for slow-moving and obsolete inventory based on current assessments about future demand, market conditions, customers who may be experiencing financial difficulties and related management initiatives. If these factors are less favorable than those projected by management, additional inventory reserves may be required.

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*Goodwill and Other Intangible Assets.* Goodwill and other intangible assets with indefinite lives, primarily trademarks and trade names, are not amortized; rather, they are tested for impairment at least annually. The impairment test for goodwill requires a two-step process. The first step is to compare the carrying amount of the reporting unit's net assets to the fair value of the reporting unit. If the fair value exceeds the carrying value, no further evaluation is required and no impairment loss is recognized. If the carrying amount exceeds the fair value, then the second step must be completed, which involves allocating the fair value of the reporting unit to each asset and liability, with the excess being implied goodwill. An impairment loss occurs if the amount of the recorded goodwill exceeds the implied goodwill. The Company would be required to record any such impairment losses.

The Company identifies its reporting units at the component level, which is one level below our operating segments. Generally, goodwill arises from acquisitions of specific operating companies and is assigned to the reporting unit in which a particular operating company resides. Our reporting units are composed of the business units one level below our operating segment at which discrete financial information is prepared and regularly reviewed by segment management.

The Company principally relies on a discounted cash flow analysis to determine the fair value of each reporting unit, which considers forecasted cash flows discounted at an appropriate discount rate. The Company believes that market participants would use a discounted cash flow analysis to determine the fair value of its reporting units in a sale transaction. The annual goodwill impairment test requires the Company to make a number of assumptions and estimates concerning future levels of revenue growth, operating margins, depreciation, amortization and working capital requirements, which are based upon the Company's long-range plan. The Company's long-range plan is updated as part of its annual planning process and is reviewed and approved by management. The discount rate is an estimate of the overall after-tax rate of return required by a market participant whose weighted average cost of capital includes both equity and debt, including a risk premium. While the Company uses the best available information to prepare its cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances. While there are always changes in assumptions to reflect changing business and market conditions, the Company's overall methodology and the population of assumptions used have remained unchanged. In order to evaluate the sensitivity of the goodwill impairment test to changes in the fair value calculations, the Company applied a hypothetical 10% decrease in fair values of each reporting unit. The results (expressed as a percentage of carrying value for the respective reporting unit) showed that, despite the hypothetical 10% decrease in fair value, the fair values of the Company's reporting units still exceeded their respective carrying values by 66% to 443% for each of the Company's reporting units.

The impairment test for indefinite-lived intangibles other than goodwill (primarily trademarks and trade names) consists of a comparison of the fair value of the indefinite-lived intangible asset to the carrying value of the asset as of the impairment testing date. The Company estimates the fair value of its indefinite-lived intangibles using the relief from royalty method. The Company believes the relief from royalty method is a widely used valuation technique for such assets. The fair value derived from the relief from royalty method is measured as the discounted cash flow savings realized from owning such trademarks and trade names and not having to pay a royalty for their use.

The Company's acquisitions have generally included a significant goodwill component and the Company expects to continue to make acquisitions. At December 31, 2011, goodwill and other indefinite-lived intangible assets totaled \$2,114.0 million or 48.9% of the Company's total assets. The Company performed its required annual impairment tests in the fourth quarter of 2011 and determined that the Company's goodwill and indefinite-lived intangibles were not impaired. There can be no assurance that goodwill or indefinite-lived intangibles impairment will not occur in the future.

Other intangible assets with finite lives are evaluated for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. The carrying value of other intangible assets with finite lives is considered impaired when the total projected undiscounted cash flows from those assets are less than the carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair market value of those assets. Fair market value is determined primarily using present value techniques based on projected cash flows from the asset group.

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*Pensions.* The Company has U.S. and foreign defined benefit and defined contribution pension plans. The most significant elements in determining the Company's pension income or expense are the assumed pension liability discount rate and the expected return on plan assets. The pension discount rate reflects the current interest rate at which the pension liabilities could be settled at the valuation date. At the end of each year, the Company determines the assumed discount rate to be used to discount plan liabilities. In estimating this rate for 2011, the Company considered rates of return on high-quality, fixed-income investments that have maturities consistent with the anticipated funding requirements of the plan. The discount rate used in determining the 2011 pension cost was 5.6% for U.S. defined benefit pension plans and 5.71% for foreign plans. The discount rate used for determining the funded status of the plans at December 31, 2011 and determining the 2012 defined benefit pension cost was 5.0% for U.S. plans and 5.22% for foreign plans. In estimating the U.S. and foreign discount rates, the Company's actuaries developed a customized discount rate appropriate to the plans projected benefit cash flow based on yields derived from a database of long-term bonds at consistent maturity dates. The Company used an expected long-term rate of return on plan assets for 2011 of 8.0% for U.S. defined benefit pension plans and 6.96% for foreign plans. The Company will use 8.0% for the U.S. plans in 2012 and 6.96% for the foreign plans in 2012. The Company determines the expected long-term rate of return based primarily on its expectation of future returns for the pension plans' investments. Additionally, the Company considers historical returns on comparable fixed-income investments and equity investments and adjusts its estimate as deemed appropriate. The rate of compensation increase used in determining the 2011 pension expense for the U.S. plans was 3.75% and was 2.98% for the foreign plans. The U.S. rate of compensation increase will remain unchanged in 2012. The foreign plans' rates of compensation increase will decrease slightly to 2.97% in 2012. In 2011, the Company recognized consolidated pre-tax pension income of \$7.4 million from its U.S. and foreign defined benefit pension plans, compared with pre-tax pension income of \$3.2 million recognized for these plans in 2010. The Company estimates its 2012 U.S. and foreign defined benefit pension pre-tax expense to be approximately \$0.7 million.

All unrecognized prior service costs, remaining transition obligations or assets and actuarial gains and losses have been recognized, net of tax effects, as a charge to accumulated other comprehensive income in stockholders' equity and will be amortized as a component of net periodic pension cost. The Company uses a December 31 measurement date (the date at which plan assets and benefit obligations are measured) for its U.S. and foreign defined benefit plans.

To fund the plans, the Company made cash contributions to its defined benefit pension plans in 2011 which totaled \$5.4 million, compared with \$3.6 million in 2010. The Company anticipates making approximately \$3 million to \$6 million in cash contributions to its defined benefit pension plans in 2012.

*Income Taxes.* The process of providing for income taxes and determining the related balance sheet accounts requires management to assess uncertainties, make judgments regarding outcomes and utilize estimates. The Company conducts a broad range of operations around the world and is therefore subject to complex tax regulations in numerous international taxing jurisdictions, resulting at times in tax audits, disputes and potential litigation, the outcome of which is uncertain. Management must make judgments currently about such uncertainties and determine estimates of the Company's tax assets and liabilities. To the extent the final outcome differs, future adjustments to the Company's tax assets and liabilities may be necessary.

The Company assesses the realizability of its deferred tax assets, taking into consideration the Company's forecast of future taxable income, available net operating loss carryforwards and available tax planning strategies that could be implemented to realize the deferred tax assets. Based on this assessment, management must evaluate the need for, and the amount of, valuation allowances against the Company's deferred tax assets. To the extent facts and circumstances change in the future, adjustments to the valuation allowances may be required.

The Company assesses the uncertainty in its tax positions, by applying a minimum recognition threshold which a tax position is required to meet before a tax benefit is recognized in the financial statements. Once the minimum threshold is met, using a more likely than not standard, a series of probability estimates is made for each item to properly measure and record a tax benefit. The tax benefit recorded is generally equal to the highest probable outcome that is more than 50% likely to be realized after full disclosure and resolution of a tax examination. The underlying probabilities are determined based on the best available objective evidence such as recent tax audit outcomes, published guidance, external expert opinion, or by analogy to the outcome of similar issues in the past. There can be no assurance that these estimates will ultimately be realized given continuous changes in tax policy, legislation and audit practice. The Company recognizes interest and penalties accrued related to uncertain tax positions in income tax expense.

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**Table of Contents****Recent Accounting Pronouncements**

In January 2010, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2010-06, *Fair Value Measurements and Disclosures* ( ASU 2010-06 ). ASU 2010-06 provides amendments that clarify existing disclosures and require new disclosures related to fair value measurements, providing greater disaggregated information on each class of assets and liabilities and more robust disclosures on transfers between levels 1 and 2, and activity in level 3 fair value measurements. The Company adopted the applicable provisions within ASU 2010-06 effective January 1, 2010. The Company adopted the level 3 disclosure requirements of ASU 2010-06 that are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years as of January 1, 2011. The adoption of ASU 2010-06 did not have a significant impact on the Company's fair value disclosures.

In April 2010, the FASB issued ASU No. 2010-17, *Revenue Recognition - Milestone Method* ( ASU 2010-17 ). ASU 2010-17 establishes criteria for a milestone to be considered substantive and allows revenue recognition when the milestone is achieved in research or development arrangements. In addition, it requires disclosure of certain information with respect to arrangements that contain milestones. ASU 2010-17 was effective on January 1, 2011 for the Company and the adoption did not have a significant impact on the Company's consolidated results of operations, financial position or cash flows.

In December 2010, the FASB issued ASU No. 2010-29, *Business Combinations* ( ASU 2010-29 ). ASU 2010-29 addresses diversity in practice about the interpretation of the pro forma disclosure requirement for business combinations. ASU 2010-29 requires disclosure of pro forma revenue and earnings for the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period for both the current and any comparable periods reported. The Company adopted the disclosure requirements of ASU 2010-29 effective January 1, 2011. See Note 5 to the consolidated financial statements included in this Appendix for further details.

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ( ASU 2011-04 ). ASU 2011-04 amendments result in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards ( IFRSs ). ASU 2011-04 is effective for fiscal years beginning after December 15, 2011. The Company has evaluated ASU 2011-04 and does not expect its adoption will have a significant impact on the Company's consolidated results of operations, financial position or cash flows.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income* ( ASU 2011-05 ). ASU 2011-05 requires that all nonowner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income and the total of comprehensive income. These amendments do not change the items that must be reported in other comprehensive income. The Company is currently evaluating the impact of adopting ASU 2011-05 that is effective for fiscal years beginning after December 15, 2011 and does not expect its adoption to impact the Company's consolidated financial statements other than the change in presentation.

In September 2011, the FASB issued ASU No. 2011-08, *Testing Goodwill for Impairment* ( ASU 2011-08 ). The amendments in ASU 2011-08 permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in FASB Accounting Standards Codification Topic 350, *Intangibles - Goodwill and Other*. ASU 2011-08 is effective for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company is currently evaluating the impacts of adopting ASU 2011-08 and intends to adopt ASU 2011-08 for the year ending December 31, 2012.

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**Table of Contents****Internal Reinvestment***Capital Expenditures*

Capital expenditures were \$50.8 million or 1.7% of net sales in 2011, compared with \$39.2 million or 1.6% of net sales in 2010. 55% of the expenditures in 2011 were for improvements to existing equipment or additional equipment to increase productivity and expand capacity. The Company's 2011 capital expenditures increased due to a continuing emphasis on spending to improve productivity and expand manufacturing capabilities. The 2012 capital expenditures are expected to approximate 1.8% of net sales, with a continued emphasis on spending to improve productivity.

*Development and Engineering*

The Company is committed to research, development and engineering activities that are designed to identify and develop potential new and improved products or enhance existing products. Research, development and engineering costs before customer reimbursement were \$137.6 million, \$112.1 million and \$101.4 million in 2011, 2010 and 2009, respectively. Customer reimbursements in 2011, 2010 and 2009 were \$6.1 million, \$6.4 million and \$5.5 million, respectively. These amounts included net Company-funded research and development expenses of \$78.0 million, \$56.8 million and \$50.5 million, respectively. All such expenditures were directed toward the development of new products and processes and the improvement of existing products and processes.

**Environmental Matters**

Certain historic processes in the manufacture of products have resulted in environmentally hazardous waste by-products as defined by federal and state laws and regulations. The Company believes these waste products were handled in compliance with regulations existing at that time. At December 31, 2011, the Company is named a Potentially Responsible Party ( PRP ) at 15 non-AMETEK-owned former waste disposal or treatment sites (the non-owned sites). The Company is identified as a de minimis party in 14 of these sites based on the low volume of waste attributed to the Company relative to the amounts attributed to other named PRPs. In ten of these sites, the Company has reached a tentative agreement on the cost of the de minimis settlement to satisfy its obligation and is awaiting executed agreements. The tentatively agreed-to settlement amounts are fully reserved. In the other four sites, the Company is continuing to investigate the accuracy of the alleged volume attributed to the Company as estimated by the parties primarily responsible for remedial activity at the sites to establish an appropriate settlement amount. At the remaining site where the Company is a non-de minimis PRP, the Company is participating in the investigation and/or related required remediation as part of a PRP Group and reserves have been established sufficient to satisfy the Company's expected obligations. The Company historically has resolved these issues within established reserve levels and reasonably expects this result will continue. In addition to these non-owned sites, the Company has an ongoing practice of providing reserves for probable remediation activities at certain of its current or previously owned manufacturing locations (the owned sites). For claims and proceedings against the Company with respect to other environmental matters, reserves are established once the Company has determined that a loss is probable and estimable. This estimate is refined as the Company moves through the various stages of investigation, risk assessment, feasibility study and corrective action processes. In certain instances, the Company has developed a range of estimates for such costs and has recorded a liability based on the low end of the range. It is reasonably possible that the actual cost of remediation of the individual sites could vary from the current estimates and the amounts accrued in the consolidated financial statements; however, the amounts of such variances are not expected to result in a material change to the consolidated financial statements. In estimating the Company's liability for remediation, the Company also considers the likely proportionate share of the anticipated remediation expense and the ability of the other PRPs to fulfill their obligations.

Total environmental reserves at December 31, 2011 and 2010 were \$28.0 million and \$31.3 million, respectively, for both non-owned and owned sites. In 2011, the Company recorded \$1.2 million in reserves. Additionally, the Company spent \$4.5 million on environmental matters in 2011. The Company's reserves for environmental liabilities at December 31, 2011 and 2010 include reserves of \$17.5 million and \$18.9 million, respectively, for an owned site acquired in connection with the 2005 acquisition of HCC Industries ( HCC ). The Company is the designated performing party for the performance of remedial activities for one of several operating units making up a large Superfund site in the San Gabriel Valley of California. The Company has obtained indemnifications and other financial assurances from the former owners of HCC related to the costs of the required remedial activities. At December 31, 2011, the Company had \$14.3 million in receivables related to HCC for probable recoveries from third-party escrow funds and other committed third-party funds to support the required remediation. Also, the Company is indemnified by HCC's former owners for approximately \$19.0 million of additional costs.

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The Company has agreements with other former owners of certain of its acquired businesses, as well as new owners of previously owned businesses. Under certain of the agreements, the former or new owners retained, or assumed and agreed to indemnify the Company against, certain environmental and other liabilities under certain circumstances. The Company and some of these other parties also carry insurance coverage for some environmental matters. To date, these parties have met their obligations in all material respects.

The Company believes it has established reserves which are sufficient to perform all known responsibilities under existing claims and consent orders. The Company has no reason to believe that other third parties would fail to perform their obligations in the future. In the opinion of management, based upon presently available information and past experience related to such matters, an adequate provision for probable costs has been made and the ultimate cost resulting from these actions is not expected to materially affect the consolidated results of operations, financial position or cash flows of the Company.

## **Market Risk**

The Company's primary exposures to market risk are fluctuations in interest rates, foreign currency exchange rates and commodity prices, which could impact its financial condition and results of operations. The Company addresses its exposure to these risks through its normal operating and financing activities. The Company's differentiated and global business activities help to reduce the impact that any particular market risk may have on its operating income as a whole.

The Company's short-term debt carries variable interest rates and generally its long-term debt carries fixed rates. These financial instruments are more fully described in the Notes to the consolidated financial statements.

The foreign currencies to which the Company has the most significant exchange rate exposure are the Chinese renminbi, the Euro, the British pound, the Japanese yen and the Mexican peso. Exposure to foreign currency rate fluctuation is monitored, and when possible, mitigated through the occasional use of local borrowings and derivative financial instruments in the foreign country affected. The effect of translating foreign subsidiaries' balance sheets into U.S. dollars is included in other comprehensive income within stockholders' equity. Foreign currency transactions have not had a significant effect on the operating results reported by the Company because revenues and costs associated with the revenues are generally transacted in the same foreign currencies.

The primary commodities to which the Company has market exposure are raw material purchases of nickel, aluminum, copper, steel, titanium and gold. Exposure to price changes in these commodities is generally mitigated through adjustments in selling prices of the ultimate product and purchase order pricing arrangements, although forward contracts are sometimes used to manage some of those exposures.

Based on a hypothetical ten percent adverse movement in interest rates, commodity prices or foreign currency exchange rates, the Company's best estimate is that the potential losses in future earnings, fair value of risk-sensitive financial instruments and cash flows are not material, although the actual effects may differ materially from the hypothetical analysis.

## **Forward-Looking Information**

Certain matters discussed in this Appendix are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995 (PSLRA), which involve risk and uncertainties that exist in the Company's operations and business environment and can be affected by inaccurate assumptions, or by known or unknown risks and uncertainties. Many such factors will be important in determining the Company's actual future results. The Company wishes to take advantage of the safe harbor provisions of the PSLRA by cautioning readers that numerous important factors, in some cases have caused, and in the future could cause, the Company's actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Company. Some, but not all, of the factors or uncertainties that could cause actual results to differ from present expectations are contained in the Company's Form 10-K for the year ended December 31, 2011, filed with Securities and Exchange Commission. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, subsequent events or otherwise, unless required by the securities laws to do so.

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### **Management's Responsibility for Financial Statements**

Management has prepared and is responsible for the integrity of the consolidated financial statements and related information. The statements are prepared in conformity with U.S. generally accepted accounting principles consistently applied and include certain amounts based on management's best estimates and judgments. Historical financial information elsewhere in this report is consistent with that in the financial statements.

In meeting its responsibility for the reliability of the financial information, management maintains a system of internal accounting and disclosure controls, including an internal audit program. The system of controls provides for appropriate division of responsibility and the application of written policies and procedures. That system, which undergoes continual reevaluation, is designed to provide reasonable assurance that assets are safeguarded and records are adequate for the preparation of reliable financial data.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. We maintain a system of internal controls that is designed to provide reasonable assurance as to the fair and reliable preparation and presentation of the consolidated financial statements; however, there are inherent limitations in the effectiveness of any system of internal controls.

Management recognizes its responsibility for conducting the Company's activities according to the highest standards of personal and corporate conduct. That responsibility is characterized and reflected in a code of business conduct for all employees and in a financial code of ethics for the Chief Executive Officer and Senior Financial Officers, as well as in other key policy statements publicized throughout the Company.

The Audit Committee of the Board of Directors, which is composed solely of independent directors who are not employees of the Company, meets with the independent registered public accounting firm, the internal auditors and management to satisfy itself that each is properly discharging its responsibilities. The report of the Audit Committee is included in the Company's Proxy Statement for the 2012 Annual Meeting of Stockholders. Both the independent registered public accounting firm and the internal auditors have direct access to the Audit Committee.

The Company's independent registered public accounting firm, Ernst & Young LLP, is engaged to render an opinion as to whether management's financial statements present fairly, in all material respects, the Company's financial position and operating results. This report is included herein.

### **Management's Report on Internal Control over Financial Reporting**