

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>AMETEK, INC.</b>		2 Issuer's employer identification number (EIN) <b>14-1682544</b>	
3 Name of contact for additional information <b>AMETEK, INC. INVESTOR RELATIONS</b>	4 Telephone No. of contact <b>610-647-2121</b>	5 Email address of contact <b>INFO.INVESTOR@AMETEK.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>1100 CASSATT ROAD</b>		7 City, town, or post office, state, and Zip code of contact <b>BERWYN, PA 19312</b>	
8 Date of action <b>JUNE 29, 2012</b>		9 Classification and description <b>COMMON STOCK</b>	
10 CUSIP number <b>031105109</b>	11 Serial number(s)	12 Ticker symbol <b>AME</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **AMETEK, INC. DECLARED A THREE-FOR-TWO STOCK SPLIT OF ITS COMMON STOCK WITH NEW SHARES PAYABLE ON JUNE 29, 2012, TO SHAREHOLDERS OF RECORD ON JUNE 15, 2012. ANY FRACTIONAL SHARES RESULTING FROM THE STOCK SPLIT WILL BE PAID IN CASH BASED ON THE CLOSING MARKET PRICE OF AMETEK STOCK ON THE RECORD DATE**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **A THREE-FOR-TWO STOCK SPLIT DOES NOT CHANGE THE AGGREGATE BASIS OF THE SHARES OWNED BY A U.S. TAXPAYER. THIS SPLIT INCREASES THE NUMBER OF SHARES OWNED, BUT ALSO DECREASES THE VALUE OF EACH SHARE PROPORTIONATELY BASED ON A THREE TO TWO RATIO. AS A RESULT, THE TOTAL BASIS OF ALL SHARES OWNED, POST-SPLIT, WILL INITIALLY REMAIN THE SAME. FOR U.S. FEDERAL INCOME TAX PURPOSES, CASH RECEIVED IN LIEU OF FRACTIONAL SHARES WILL BE TREATED AS PAID IN EXCHANGE FOR THAT FRACTIONAL SHARE. AS A RESULT, GAIN OR LOSS WILL BE REALIZED AS MEASURED BY THE DIFFERENCE BETWEEN CASH RECEIVED FOR A FRACTIONAL SHARE AND THE COST BASIS IN THAT FRACTIONAL SHARE. UPON DISPOSITION OR REDEMPTION OF SHARES, HOLDING PERIOD IS DEEMED TO BE THE SAME AS THE APPLICABLE PRE-SPLIT SHARES. PLEASE REFER TO THE HYPOTHETICAL EXAMPLES IN SECTION 16 BELOW AND EXHIBIT A.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **IN THESE EXAMPLES SHARES OF AMETEK, INC COMMON STOCK WERE PURCHASED BEFORE JUNE 15, 2012 AT \$27.00 PER SHARE. THE ORIGINAL COST BASIS MUST BE ALLOCATED BETWEEN THE ORIGINAL NUMBER OF AMETEK, INC. SHARES AND THE AMETEK, INC SHARES DISTRIBUTED AS A RESULT OF THE STOCK SPLIT (INCLUDING FRACTIONAL SHARES). AS A RESULT, 66.6667% OF THE COST BASIS WILL BE ALLOCATED TO THE ORIGINAL AMETEK, INC. SHARES AND 33.3333% WILL BE ALLOCATED TO THE AMETEK, INC SHARES DISTRIBUTED AS A RESULT OF THE STOCK SPLIT (INCLUDING FRACTIONAL SHARES). PLEASE REFER TO EXHIBIT A FOR THE FOLLOWING EXAMPLES:**  
**EXAMPLE 1: NO FRACTIONAL SHARES GENERATED BY STOCK SPLIT**  
**EXAMPLE 2: FRACTIONAL SHARES GENERATED BY STOCK SPLIT**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

INTERNAL REVENUE CODE SECTION 305(a)

INTERNAL REVENUE CODE SECTION 307(a)

TREASURY REGULATION 1.305-3(c)

INTERNAL REVENUE CODE SECTION 302(b)

18 Can any resulting loss be recognized? ▶ **YES, SUBJECT TO CERTAIN LIMITATIONS. PLEASE REFER TO IRS PUBLICATION 550.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **STOCK BASIS AFFECTED BY THE ORGANIZATIONAL ACTION ABOVE SHOULD BE CONSIDERED FOR ANY DISPOSITION OR REDEMPTION OF STOCK THAT OCCURS ON OR AFTER JUNE 29, 2012.**

**ANY TAX ADVICE INCLUDED IN THIS WRITTEN OR ELECTRONIC COMMUNICATION WAS NOT INTENDED OR WRITTEN TO BE USED, AND IT CANNOT BE USED BY THE TAXPAYER, FOR THE PURPOSE OF AVOIDING ANY PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER BY ANY GOVERNMENTAL TAXING AUTHORITY OR AGENCY. PLEASE CONSULT WITH YOUR TAX AND FINANCIAL ADVISORS.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *David A. Frank* Date ▶ *8/14/12*

Print your name ▶ *David A. Frank* Title ▶ *V.P. of Taxation*

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

AMETEK, INC.  
 FORM 8937, QUESTION 16, EXHIBIT A  
 ORGANIZATIONAL ACTION: THREE-FOR-TWO STOCK SPLIT

SHARE TYPE	ORIGINAL NUMBER OF SHARES	ORIGINAL PURCHASE PRICE	ORIGINAL COST BASIS	Allocation Ratio	NEW COST BASIS	NUMBER OF SHARES	NEW PER SHARE COST BASIS
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**EXAMPLE 1: THREE-FOR-TWO STOCK SPLIT--NO FRACTIONAL SHARES GENERATED**

ORIGINAL SHARES	100	27	2,700	66.66667%	1,800	100.0	18.0
SHARES DISTRIBUTED (3:2 SPLIT)	NA	NA	NA	33.33333%	900	50.0	18.0
<b>POST-SPLIT</b>					<b>2,700</b>	<b>150.0</b>	<b>18.0</b>

NOTE: EXAMPLE 1 IS A NON-TAXABLE EVENT SINCE NO FRACTIONAL SHARES WERE GENERATED

**EXAMPLE 2: THREE-FOR-TWO STOCK SPLIT--FRACTIONAL SHARES GENERATED**

ORIGINAL SHARES	101	27	2,727	66.66667%	1,818	101.0	18.0
NEW SHARES (3:2 SPLIT)	NA	NA	NA	33.33333%	909	50.5	18.0
LESS: FRACTIONAL SHARE						(0.5)	
<b>POST-SPLIT</b>					<b>2,727</b>	<b>151.00</b>	<b>18.06</b>

NOTE: EXAMPLE 2 IS A TAXABLE EVENT ONLY TO THE EXTENT OF GAIN OR LOSS ON THE CASH RECEIVED IN LIEU OF FRACTIONAL SHARE

**GAIN / LOSS ON FRACTIONAL SHARE:**

SHARE PRICE - RECORD DATE	34.28	
CASH RECEIVED IN LIEU OF FRACTIONAL SHARE	11.43	(.333333 x \$34)
BASIS IN FRACTIONAL SHARE	9.00	(.5 x \$18)
<b>CAPITAL GAIN</b>	<b>2.43</b>	