

MANDOS ROBERT R

Form 4

April 24, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MANDOS ROBERT R

(Last) (First) (Middle)

37 NORTH VALLEY
ROAD, BUILDING 4

(Street)

PAOLI, PA 19301-0801

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SENIOR VP - COMPTROLLER

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/23/2008		A ⁽¹⁾	2,603	A \$ 48.6	40,998	D
Common Stock/SERP						4,557	D
401K PLAN						226	I 401K PLAN

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Date of Sale (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 12.0417							05/20/2004	05/19/2010	Common Stock	30,000
Stock Option	\$ 17.45							05/18/2005	05/17/2011	Common Stock	13,500
Stock Option	\$ 20.27							09/22/2005	09/21/2011	Common Stock	16,455
Stock Option	\$ 25.2867							04/27/2006	04/26/2012	Common Stock	7,770
Stock Option	\$ 33.2667							04/26/2007	04/25/2013	Common Stock	7,758
Stock Option	\$ 36.44							04/24/2008	04/23/2014	Common Stock	7,715
Stock Option	\$ 48.6	04/23/2008		A		9,463		04/23/2009	04/22/2015	Common Stock	9,463

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MANDOS ROBERT R 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801	SENIOR VP - COMPTROLLER

Signatures

ROBERTRMANDOS 04/24/2008

**Signature of Reporting
Person

Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Constitutes restricted stock issued under the 2002 Stock Incentive Plan of AMETEK, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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