

AMETEK INC/
Form 4
April 26, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VARET ELIZEBETH R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
666 THIRD AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2007

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

NEW YORK, NY 10017

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/24/2007		A ⁽¹⁾	1,350 A \$ 36.44	118,305 ⁽²⁾	D	
Common Stock					581,052 ⁽²⁾	I	By trust ⁽³⁾

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

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SEC 1474 (9-02)

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

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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. Title and Amount of Derivative Securities (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 21.094 (4)					(5) 07/21/2011	Common Stock 5,250	
Stock Options (Right to Buy)	\$ 25.28 (4)					(6) 04/26/2012	Common Stock 3,900	
Stock Options (Right to Buy)	\$ 33.26 (4)					(7) 04/25/2013	Common Stock 3,645	
Stock Options (Right to Buy)	\$ 36.44	04/24/2007		A	4,240	(8) 04/23/2014	Common Stock 4,240	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARET ELIZEBETH R 666 THIRD AVENUE NEW YORK, NY 10017			X	

Signatures

/s/ Elizabeth R.
Varet
04/24/2007

**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).

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- (1) Constitutes restricted stock issued under the 2002 Stock Incentive Plan of Ametek Inc.
- (2) Total reflects a 3-for-2 stock split distributed by Ametek Inc. on November 27, 2006.
- (3) Held by trust of which the reporting person is a co-trustee or co-beneficiary.
- (4) Price reflects a 3-for-2 stock split distributed by Ametek Inc. on November 27, 2006.
- (5) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (8) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.