AMETEK INC/ Form 4 April 26, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Adwilliams	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			AMETEK INC/ [AME]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
153 S. BEAG	CH ROAD		(Month/Day/Year) 04/24/2007	X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HOBE SOU	ND, FL 334.	55	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

		1401	CI-INOII-D	ciivative	Secui	ines Acq	un cu, Disposcu o	i, or Deficile	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Transaction(A) or Disposed of (D)				Securities	Form: Direct	Indirect	
(Instr. 3)		any			Code (Instr. 3, 4 and 5)			(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/24/2007		A(1)	1,350	A	\$ 36.44	2,430 (2)	D	

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

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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. Transa Code (Instr.		5. Numbor of Deriv Securitic Acquired (A) or Disposed (D) (Instr. 3, and 5)	vative es d	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount o Underlying Securities (Instr. 3 and 4)		8. I Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 33.26							<u>(4)</u>	04/25/2013	Common Stock	3,645	
Stock Options (Right to Buy)	\$ 36.44	04/24/2007		A		4,240		<u>(5)</u>	04/23/2014	Common Stock	4,240	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WILLIAMS DENNIS K 153 S. BEACH ROAD HOBE SOUND, FL 33455	X						

Signatures

/s/ Dennis K.
Williams

**Signature of Reporting Person

O4/24/2007

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.
- (2) Total reflects a 3-for-2 stock split distributed by Ametek Inc. on November 27, 2006.
- (3) Price reflects a 3-for-2 stock split distributed by Ametek Inc. on November 27, 2006.
- (4) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (5) 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.

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