

AMETEK INC/  
Form 4  
April 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
**04/28/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SENIOR VP - COMPTROLLER**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/28/2008		M		12,000 A \$ 12.0417	52,998	D
Common Stock	04/28/2008		S		5,000 D \$ 49.5	47,998	D
Common Stock	04/28/2008		S		2,000 D \$ 49.53	45,998	D
Common Stock	04/28/2008		S		4,502 D \$ 49.6	41,496	D
Common Stock	04/28/2008		S		50 D \$ 49.62	41,446	D

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Common Stock	04/28/2008	S	48	D	\$ 49.621	41,398	D	
Common Stock	04/28/2008	S	400	D	\$ 49.7	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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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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					04/23/2009	04/22/2015	Common Stock	9,463
Stock Option	\$ 12.0417	04/28/2008		M	12,000	05/20/2004	05/19/2010	Common Stock	12,000

## 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	04/28/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

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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