

AMETEK INC/  
Form 4  
April 27, 2006

**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)  
**04/25/2006**

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 (D) Price			
Common Stock	04/25/2006		M	5,000 A \$ 13.1425	31,838	D	
Common Stock	04/25/2006		S	1,300 D \$ 50	30,538	D	
Common Stock	04/25/2006		S	3,700 D \$ 50.11	26,838	D	
Common Stock	04/26/2006		A <sup>(1)</sup>	1,532 A \$ 49.6	28,370	D	
Common Stock/SERP					2,239.63	D	

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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)

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	\$ 18.0625					05/20/2004	05/19/2010	Common Stock	20,000
Stock Option	\$ 18.82					05/22/2003	05/21/2009	Common Stock	20,000
Stock Option	\$ 26.175					05/18/2005	05/17/2011	Common Stock	9,000
Stock Option	\$ 30.405					09/22/2005	09/21/2011	Common Stock	10,970
Stock Option	\$ 37.93					04/27/2006	04/26/2012	Common Stock	5,180
Stock Option	\$ 13.1425	04/25/2006		M	5,000	05/22/2002	05/21/2008	Common Stock	5,000
Stock Option	\$ 49.9	04/26/2006		A	5,172	04/26/2007	04/25/2013	Common Stock	5,172

## 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

ROBERT R  
MANDOS

04/27/2006

\_\_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 1999 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. 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.