

AMETEK INC/  
Form 4  
April 26, 2007

**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 \*  
**KLEIN CHARLES D**

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

**NEW YORK, NY 10017**

(City) (State) (Zip)

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

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

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)

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 <sup>(1)</sup>	1,350 A \$ 36.44	151,005	D	
Common Stock					6,000	I	By trust

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. Filing Date
Stock Options (Right to Buy)	\$ 21.094 (2)					(3) 07/21/2011	Common Stock 5,250	
Stock Options (Right to Buy)	\$ 25.28 (2)					(5) 04/26/2012	Common Stock 3,900	
Stock Options (Right to Buy)	\$ 33.26 (2)					(6) 04/25/2013	Common Stock 3,645	
Stock Options (Right to Buy)	\$ 36.44	04/24/2007		A	4,240	(7) 04/23/2014	Common Stock 4,240	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN CHARLES D 666 THIRD AVENUE NEW YORK, NY 10017	X			

## Signatures

/s/ Charles D. Klein  
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) Price reflects a 3-for-2 stock split distributed by Ametek Inc. on November 27, 2006.
- (3) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
- (4) Total 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 April 27, 2006.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (7) 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.

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