

AMETEK INC/
Form 4
February 12, 2008

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 *
CHLEBEK ROBERT W

(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)
02/12/2008

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)
PRES. - ELECTRONIC INSTRUMENTS

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 or Price		
Common Stock	02/12/2008		M		7,050 A \$ 20.27	28,560	D
Common Stock	02/12/2008		M		12,067 A \$ 25.2867	40,627	D
Common Stock	02/12/2008		S		25 D \$ 43.31	40,602	D
Common Stock	02/12/2008		S		1,975 D \$ 43.313	38,627	D
Common Stock	02/12/2008		S		500 D \$ 43.32	38,127	D

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Common Stock	02/12/2008	S	700	D	\$ 43.323	37,427	D
Common Stock	02/12/2008	S	1,800	D	\$ 43.325	35,627	D
Common Stock	02/12/2008	S	400	D	\$ 43.355	35,227	D
Common Stock	02/12/2008	S	1,200	D	\$ 43.357	34,027	D
Common Stock	02/12/2008	S	400	D	\$ 43.36	33,627	D
Common Stock	02/12/2008	S	50	D	\$ 43.368	33,577	D
Common Stock	02/12/2008	S	1,250	D	\$ 43.368	32,327	D
Common Stock	02/12/2008	S	817	D	\$ 43.375	31,510	D
Common Stock	02/12/2008	S	5,000	D	\$ 43.4	26,510	D
Common Stock	02/12/2008	S	5,000	D	\$ 43.45	21,510	D
Common Stock/SERP						25,126	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)

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	7,500

Stock Option	\$ 33.2667					04/26/2007	04/25/2013	Common Stock	22,485
Stock Option	\$ 36.44					04/24/2008	04/23/2014	Common Stock	20,000
Stock Option	\$ 20.27	02/12/2008		M	7,050	09/22/2005	09/21/2011	Common Stock	7,050
Stock Option	\$ 25.2867	02/12/2008		M	12,067	04/27/2006	04/26/2012	Common Stock	12,067

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHLEBEK ROBERT W 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			PRES. - ELECTRONIC INSTRUMENTS	

Signatures

ROBERTWCHLEBEK 02/12/2008

 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).

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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