

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMETEK, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-4923320
(I.R.S. Employer
Identification No.)

Station Square
Paoli, Pennsylvania
(Address of Principal Executive Offices)

19301
(Zip Code)

1995 STOCK INCENTIVE PLAN OF AMETEK, INC.
(Full title of the plan)

Robert W. Yannarell
AMETEK, INC.
Station Square
Paoli, Pennsylvania 19301
(Name and address of agent for service)

610-647-2121
(Telephone number, including area code,
of agent for service)

Copy to:
Lewis G. Cole, Esq.
Stroock & Stroock & Lavan
7 Hanover Square
New York, New York 10004-2696

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$.01 per share	2,200,000 shares	\$17.44	\$38,368,000	\$13,230.35

(1) There are also being registered hereunder such additional shares as may be issued pursuant to the anti-dilution provisions of the plan.

(2) This figure is based on the average of the high and low prices reported on the New York Stock Exchange on June 22, 1995, for shares of such Common Stock and is used solely for the purpose of determining the registration fee pursuant to Rule 457(c).

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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The documents containing the information specified in this Part I will be sent or given to employees as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the "Act"). Such documents are not filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Act. See Rule 428(a)(1) under the Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by AMETEK, Inc. (the "Company") are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 1994.
2. Annual Report on Form 11-K with respect to The AMETEK Savings and Investment Plan for the year ended December 31, 1994.
3. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 1995.
4. The description of the Company's Common Stock which is contained in a registration statement filed under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

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ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Lewis G. Cole, a partner of Stroock & Stroock & Lavan, is a Director of the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") provides, in summary, that directors and officers of Delaware corporations are entitled, under certain circumstances, to be indemnified against all expenses and liabilities (including attorneys' fees) incurred by them as a result of suits brought against them in their capacity as a director or officer, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with

respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful; provided, that no indemnification may be made against expenses in respect of any claim, issue or matter as to which they shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Any such indemnification may be made by the corporation only as authorized in each specific case upon a determination by the stockholders or disinterested directors that indemnification is proper because the indemnitee has met the applicable standard of conduct.

Article Eighth of the Company's Certificate of Incorporation provides that no director shall have any personal liability to the Company or its stockholders for any monetary damages for breach of fiduciary duty as a director, provided, however, that such provision does not limit or eliminate the liability of any director (i) for breach of such director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (involving certain unlawful dividends or stock repurchases) or (iv) for any transaction from which such director derived an improper personal benefit.

The Company maintains directors' and officers' liability insurance which covers the directors and officers of the Company with policy limits of \$75,000,000.

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Pursuant to indemnity agreements between the Company and its directors and officers, the Company has agreed to indemnify such directors and officers to the fullest extent permitted by Delaware law, as the same may be amended from time to time.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibits shown by index on page 9.

ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona

fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Tredyffrin, Commonwealth of Pennsylvania on June 26, 1995.

AMETEK, INC.
(Registrant)

By: /s/ WALTER E. BLANKLEY

Walter E. Blankley
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ WALTER E. BLANKLEY ----- Walter E. Blankley	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 26, 1995
/s/ JOHN J. MOLINELLI ----- John J. Molinelli	Senior Vice President- Chief Financial Officer (Principal Financial	June 26, 1995

the Chase Manhattan Bank, N.A., as Administrative Agent (the "Credit Agreement").

4.6 First Amendment to the Credit Agreement.

4.7 Second Amendment to the Credit Agreement.

4.8 Third Amendment to Credit Agreement.

4.9 Fourth Amendment to Credit Agreement.

5 Opinion of Stroock & Stroock & Lavan.

23.1 Consent of Ernst & Young LLP, Independent Auditors.

23.2 Consent of Stroock & Stroock & Lavan.

99 Letter to the holders of the Company's Common Stock, dated July 31, 1989 (including Summary of Rights).

Exhibit 10 to March 31, 1994 10-Q, SEC File No. 1-168.

Exhibit 10 to September 30, 1994 10-Q, SEC File No. 1-168.

Exhibit 4 to March 31, 1995 10-Q, SEC File No. 1-168.

Exhibit 4.1 to March 31, 1995 10-Q, SEC File No. 1-168.

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Exhibit (21) to June 30, 1989 10-Q, SEC File No. 1-168.

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* Included in Exhibit 5 to this Registration Statement.

[LETTERHEAD OF STROOCK & STROOCK & LAVAN]

June 26, 1995

AMETEK, Inc.
Station Square
Paoli, Pennsylvania 19301

Ladies and Gentlemen:

We have acted as counsel to AMETEK, Inc., a Delaware corporation ("Ametek"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), of a Registration Statement on Form S-8 (the "Registration Statement") relating to the proposed issuance of up to 2,200,000 shares (the "Original Shares") of Ametek's Common Stock, par value \$.01 per share (the "Common Stock"), which may be issued pursuant to the 1995 Stock Incentive Plan of AMETEK, Inc. (the "Plan") and such additional shares (the "Additional Shares") as may be issued pursuant to the anti-dilution provisions of the Plan. The Original Shares and the Additional Shares are hereinafter referred to together as the "Shares."

As such counsel, we have examined originals or copies of the Certificate of Incorporation and By-Laws of Ametek, as amended to date, the Registration Statement, the Plan and originals or copies of such other corporate minutes, records, agreements and other instruments of Ametek, certificates of public officials and other documents of Ametek and have made such examinations of law, as we have deemed necessary to form a basis for the opinion hereinafter expressed. In our examinations of such materials, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all copies submitted to us by Ametek. As to various questions of fact material to such opinion, we have relied on representations, statements and certificates of officers and representatives of Ametek and others.

Attorneys involved in the preparation of this opinion are admitted to practice law in the State of New York and we do not purport to be experts on, or to express any opinion herein concerning, any laws other than the laws of the State of New York, the federal laws of the United States of America and the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued under the circumstances contemplated in the Registration Statement and the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the filing of this opinion as an exhibit to any application made by or on behalf of Ametek or any dealer in connection with the registration of the Shares under the securities or blue sky laws of any state or jurisdiction. In giving such consent, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Commission thereunder.

We call to your attention that Lewis G. Cole, a member of the firm, is a director of Ametek; and that Mr. Cole and various members and associates of the firm are beneficial owners of shares of Ametek's Common Stock.

Very truly yours,

/s/ STROOCK & STROOCK & LAVAN

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) and related Prospectus pertaining to the 1995 Stock Incentive Plan of Ametek, Inc. of our report dated January 31, 1995, with respect to the consolidated financial statements and schedules of Ametek, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1994, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Philadelphia, Pennsylvania
June 26, 1995