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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 19, 2008

AMETEK, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-12981

14-1682544

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

37 North Valley Road, Paoli, Pennsylvania

19301

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

610-647-2121

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On May 19, 2008, AMETEK, Inc. issued a press release to announce the performance-based accelerated vesting of its April 27, 2005 restricted stock grant. A copy of such press release is attached as Exhibit 99.1. The information contained in said press release is hereby incorporated by reference in this Form 8-K.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMETEK, Inc.

May 19, 2008

By: */s/ Robert R. Mandos, Jr.*

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*Name: Robert R. Mandos, Jr.*

*Title: Senior Vice President & Comptroller*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Copy of press release issued by AMETEK, Inc. on May 19, 2008.

CORPORATE OFFICE  
37 North Valley Road, Building 4, P.O. Box 1764, PAOLI, PA 19301-0801

Contact: William J. Burke (610) 889-5249

## **AMETEK ANNOUNCES ACCELERATED RESTRICTED STOCK VESTING**

**—Stock Price Doubling Triggers Performance Vesting—**

**—Earnings Guidance Updated for Impact of Vesting—**

Paoli, PA, May 19, 2008 — AMETEK, Inc. (NYSE: AME) announces the performance-based, accelerated vesting of its April 27, 2005 restricted stock grant as a result of the doubling of its common stock price in the three years since the issuance of the grant. The performance vesting of this restricted stock grant reflects the significant value that has been created for AMETEK's shareholders.

AMETEK's restricted stock grants provide for immediate vesting if the closing price of its common stock during any five consecutive trading days reaches 200% of the price of its common stock on the date the restricted stock award was granted.

The April 27, 2005 restricted stock awards were granted at AMETEK's closing price of \$25.05 (on a split adjusted basis) and were subject to immediate vesting if AMETEK's common stock closed at or above \$50.10 for five consecutive trading days. This grant, which totaled 706,605 shares, achieved the market performance vesting target on May 16, 2008 when AMETEK's common stock price closed at \$52.98, its fifth consecutive trading day closing at or above \$50.10.

In the second quarter, the Company will record an after tax, non-cash charge of approximately \$6.9 million, or approximately \$0.06 per diluted share, to reflect the impact of this event. As a result, earnings guidance for the second quarter of 2008 is now \$0.55 to \$0.57 per diluted share, as compared to the Company's previous guidance of \$0.61 to \$0.63 per diluted share. Similarly, earnings guidance for full-year 2008 is now \$2.42 to \$2.47 per diluted share, as compared with previous guidance of \$2.47 to \$2.52, reflecting the \$0.06 per diluted share in additional expense noted above, offset by \$0.01 per diluted share of lower prospective restricted stock expense in the second half of 2008.

Participants vested in this award are subject to income tax withholding on the value of their restricted stock at the date of vesting. Most participants, including all executive officers required to file under Section 16(a) of the Securities Exchange Act of 1934, are disposing of shares to satisfy these tax withholding obligations. Shares disposed of by participants will be acquired directly by AMETEK in non open-market transactions.

**—MORE—**

## **AMETEK ANNOUNCES ACCELERATED RESTRICTED STOCK VESTING**

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### **Corporate Profile**

AMETEK is a leading global manufacturer of electronic instruments and electromechanical devices with 2007 sales of more than \$2.1 billion. AMETEK's Corporate Growth Plan is based on Four Key Strategies: Operational Excellence, Strategic Acquisitions & Alliances, Global & Market Expansion and New Products. AMETEK's objective is double-digit percentage growth in earnings per share over the business cycle and a superior return on total capital. The common stock of AMETEK is a component of the S&P MidCap 400 and the Russell 1000 Indices.

### **Forward-looking Information**

Statements in this news release relating to future events, such as AMETEK's expected business and financial performance, are "forward-looking statements". Forward-looking statements are subject to various factors and uncertainties that may cause actual results to differ significantly from expectations. These factors and uncertainties include our ability to consummate and successfully integrate future acquisitions; risks associated with international sales and operations; our ability to successfully develop new products, open new facilities or transfer product lines; the price and availability of raw materials; compliance with government regulations, including environmental regulations; changes in the competitive environment or the effects of competition in our markets; the ability to maintain adequate liquidity and financing sources; and general economic conditions affecting the industries we serve. A detailed discussion of these and other factors that may affect our future results is contained in AMETEK's filings with the Securities and Exchange Commission, including its most recent reports on Form 10-K, 10-Q and 8-K. AMETEK disclaims any intention or obligation to update or revise any forward-looking statements.

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