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

FORM 10-Q

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
_____ SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2000

OR

_____ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-12981

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

DELAWARE	14-1682544
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

37 North Valley Road, Building 4, P.O. Box 1764, Paoli, Pennsylvania 19301-0801
(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code 610-647-2121

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No ____

The number of shares of the issuer's common stock outstanding as of the latest practicable date was: Common Stock, $.01 Par Value, outstanding at July 31, 2000 was 32,037,281 shares.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

AMETEK, INC.
CONSOLIDATED STATEMENT OF INCOME (Unaudited)
(Dollars and shares in thousands, except per share amounts)

	Three months ended June 30, 2000	Three months ended June 30, 1999	Six months ended June 30, 2000	Six months ended June 30, 1999
Net sales	$ 255,504	$ 231,640	$ 511,316	$ 462,518
Expenses:				
Cost of sales, excluding depreciation	190,576	174,925	380,543	350,497
Selling, general and administrative	23,468	19,775	47,300	38,428
Depreciation	7,690	7,356	15,816	14,860
Total expenses	221,734	202,056	443,659	403,785
Operating income	33,770	29,584	67,657	58,733
Other income (expenses):				
Interest expense	(6,665)	(5,861)	(13,694)	(11,887)
Other, net	(69)	683	(748)	363
Income before income taxes	27,036	24,406	53,215	47,209
Provision for income taxes	9,813	8,842	19,238	17,049
Net Income	$ 17,223	$ 15,564	$ 33,977	$ 30,160
Basic earnings per share	$ 0.54	$ 0.48	$ 1.06	$ 0.94
Diluted earnings per share	$ 0.53	$ 0.47	$ 1.05	$ 0.92
Average common shares outstanding:				
Basic shares	32,078	32,329	32,042	32,252
Diluted shares	32,452	33,104	32,440	32,907
Dividends per share	$ 0.06	$ 0.06	$ 0.12	$ 0.12

See accompanying notes.

AMETEK, INC.
CONSOLIDATED BALANCE SHEET
(Dollars in thousands)

	June 30, 2000 (Unaudited)	December 31, 1999
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,394	$ 8,636
Marketable securities	8,289	6,764
Receivables, less allowance for possible losses	124,813	112,756
Inventories	113,717	102,396
Deferred income taxes	10,219	12,001
Other current assets	13,716	13,548
Total current assets	274,148	256,101
Property, plant and equipment, at cost	511,773	516,780
Less accumulated depreciation	(306,440)	(297,209)
	205,333	219,571
Goodwill, net of accumulated amortization	246,517	248,304
Investments and other assets	45,984	44,174
Total assets	$ 771,982	$ 768,150
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	$ 80,116	$ 99,674
Accounts payable	72,228	73,377
Accruals	87,766	89,685
Total current liabilities	240,110	262,736
Long-term debt	234,082	231,756
Deferred income taxes	28,595	27,781
Other long-term liabilities	25,523	29,661
Stockholders' equity:		
Common stock	334	334
Capital in excess of par value	1,222	2,041
Retained earnings	300,001	269,861
Accumulated other comprehensive losses	(30,674)	(27,395)
Treasury stock	(27,211)	(28,625)
	243,672	216,216
Total liabilities and stockholders' equity	$ 771,982	$ 768,150

See accompanying notes.

AMETEK, Inc.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	Six months ended June 30, 2000	Six months ended June 30, 1999
Cash provided by (used for):		
Operating activities:		
Net income	$ 33,977	$ 30,160
Adjustments to reconcile net income to total operating activities:		
Depreciation and amortization	21,095	18,724
Deferred income taxes	2,710	371
Net change in assets and liabilities	(33,828)	(8,941)
Other	(990)	(506)
Total operating activities (before sale of accounts receivable)	22,964	39,808
Proceeds from sale of accounts receivable	4,000	--
Total operating activities	26,964	39,808
Investing activities:		
Additions to property, plant and equipment	(11,669)	(13,663)
Purchase of businesses	--	(53,710)
Proceeds from sale of assets	3,920	6,380
Increase in marketable securities	(1,663)	(3,508)
Total investing activities	(9,412)	(64,501)
Financing activities:		
Net change in short-term borrowings	(21,867)	37,082
Additional long-term borrowings	3,776	--
Repayment of long-term debt	(1,281)	(14,001)
Repurchases of common stock	(1,611)	--
Cash dividends paid	(3,837)	(3,860)
Proceeds from stock options	2,026	3,209
Total financing activities	(22,794)	22,430
Decrease in cash and cash equivalents	(5,242)	(2,263)
Cash and cash equivalents:		
Beginning of period	8,636	9,768
As of June 30	$ 3,394	$ 7,505

See accompanying notes.

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2000
(Unaudited)

Note 1 - Financial Statement Presentation

The accompanying consolidated financial statements as of and for the three and six-month period ended June 30, 2000 and 1999 are unaudited. The Company believes that all adjustments (which consist of normal recurring accruals) necessary for a fair presentation of the consolidated financial statements of the Company for the periods presented have been included. Quarterly results of operations are not necessarily indicative of results for the full year. These consolidated financial statements should be read in conjunction with the audited financial statements and related notes in the Company's 1999 Annual Report on Form 10-K as filed with the Securities and Exchange Commission. Presentation of certain amounts appearing in the prior years' financial statements have been reclassified to conform to the current years presentation.

Note 2 - Earnings Per Share

The calculation of basic earnings per share for the three and six-month periods ended June 30, 2000 and 1999 are based on the average number of common shares considered outstanding during the periods. Diluted earnings per share for such periods reflect the effect of all potentially dilutive securities (primarily outstanding common stock options). The following table presents the number of shares used in the calculation of basic earnings per share and diluted earnings per share for the periods:

	Weighted average shares (in thousands) (unaudited)			
	Three months ended June 30,		Six months ended June 30,	
	2000	1999	2000	1999
Basic	32,078	32,329	32,042	32,252
Stock option and award plans	374	775	398	655
Diluted	32,452	33,104	32,440	32,907

Note 3 - Inventories

The estimated components of inventory stated at lower of LIFO cost or market are:

	In thousands	
	June 30, 2000 (Unaudited)	December 31, 1999
Finished goods and parts	$ 20,158	$ 18,749
Work in process	30,039	26,904
Raw materials and purchased parts	63,520	56,743
	$113,717	$102,396

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2000
(Unaudited)

Note 4 - Comprehensive Income

Comprehensive income includes all changes in stockholders' equity during a period except those resulting from investments by and distributions to stockholders. The following table presents comprehensive income for the three and six-month periods ended June 30, 2000 and 1999:

	In thousands (Unaudited)			
	Three months ended June 30,		Six months ended June 30,	
	2000	1999	2000	1999
Net income	$ 17,223	$ 15,564	$ 33,977	$ 30,160
Foreign currency translation adjustment	(539)	(2,480)	(3,815)	(7,902)
Unrealized gain (loss) on marketable securities and other	75	793	536	328
Total comprehensive income	$ 16,759	$ 13,877	$ 30,698	$ 22,586

Note 5 - Segment Disclosure

The Company's two reportable business segments, the Electronic Instruments Group and the Electromechanical Group are organized primarily on the basis of product type, production processes, distribution methods, and management organizations.

At June 30, 2000, there were no significant changes in identifiable assets of reportable segments from the amounts disclosed at December 31, 1999, nor were there any changes in the basis of segmentation, or in the measurement of segment operating results. Operating information relating to the Company's reportable segments for the three and six-month periods ended June 30, 2000 and 1999 can be found in the table on page 9 in the Management's Discussion & Analysis section of this Report.

Note 6 - Receivables Securitization

Under the Company's accounts receivable securitization program, the Company sold an additional $4.0 million of trade accounts receivable in the six month period ended June 30, 2000. The proceeds were used to reduce bank borrowings. As of June 30, 2000, $48 million of the maximum $50 million allowable accounts receivable securitization facility had been used.

Note 7 - Accounting Pronouncements

In June 1998, the FASB issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities." The Statement requires recognition of all derivative instruments measured at fair value in the statement of financial position. Gains or losses resulting from changes in the value of derivatives would be accounted for depending on the intended use of the derivative and whether it qualifies for hedge accounting. In June 1999, the FASB approved a one-year delay in the effective date of this Statement until January 2001.

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2000
(Unaudited)

In June 2000, the FASB issued Statement No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities". This Statement amends Statement No. 133 for certain impractical aspects of the original Statement which were incompatible with many common current hedging approaches. Statement No. 138 is effective simultaneously with Statement No. 133.

The provisions of SFAS 133 and related amendments and interpretations become effective for the Company beginning January 1, 2001, including the interim periods of that year. Based on the Company's limited use of derivative financial instruments, it does not expect the adoption of these Statements to have a significant effect on the Company's consolidated results of operations, financial position, or cash flows.

Note 8 - Subsequent Event

On August 7, 2000, the Company announced that it had acquired the assets of certain businesses of Prestolite Electric Incorporated ("Prestolite") for approximately $60 million in cash, subject to adjustment. The acquired businesses consist of Prestolite's Switch Division, its Industrial Battery Charger business, and its Direct-Current (DC) motor business. The acquired businesses had 1999 sales totaling $71 million, and employ approximately 500 people at six worldwide locations. The acquisition will be part of the Company's Electromechanical segment. It will be accounted for by the purchase method of accounting, and its results of operations will be included in the Company's consolidated results as of the date of acquisition.

AMETEK, Inc.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

RESULTS OF OPERATIONS

The following table sets forth sales and income by reportable segment, and consolidated operating and pretax income:

(Dollars in thousands)

	Three months ended June 30, 2000	Three months ended June 30, 1999	Six months ended June 30, 2000	Six months ended June 30, 1999
Net sales				
Electronic Instruments	$ 126,035	$ 109,623	$ 256,849	$ 218,837
Electromechanical	129,469	122,017	254,467	243,681
Consolidated net sales	$ 255,504	$ 231,640	$ 511,316	$ 462,518
Operating income and income before income taxes				
Electronic Instruments	$ 19,010	$ 16,246	$ 38,651	$ 32,745
Electromechanical	19,685	18,012	38,900	35,206
Total segment operating income	38,695	34,258	77,551	67,951
Corporate and other	(4,925)	(4,674)	(9,894)	(9,218)
Consolidated operating income	33,770	29,584	67,657	58,733
Interest and other expenses, net	(6,734)	(5,178)	(14,442)	(11,524)
Consolidated income before income taxes	$ 27,036	$ 24,406	$ 53,215	$ 47,209

Operations for the second quarter of 2000 compared with the second quarter of 1999

Net sales for the second quarter of 2000 were $255.5 million, an increase of $23.9 million or 10.3%, compared with the second quarter 1999 net sales of $231.6 million. The Electronic Instruments Group (EIG) benefited from the contributions of the 1999 acquisitions of Gulton Statham Transducers (GST), Patriot Sensors and Controls (Patriot), and Drexelbrook Engineering (Drexelbrook), and the continued strength of the process instrumentation and aerospace products businesses. The Group is experiencing some softness in the heavy-vehicle business, due in part to a decline in the heavy-truck market. The Electromechanical Group (EMG) reported higher sales due to strong demand for technical motors and specialty metal products, and expanding floor-care markets in Europe and North America. The revenue growth achieved in local foreign currencies in Europe was more than offset by the effect of translating European currencies into U.S. dollars during the second quarter.

Total segment operating income for the second quarter of 2000 was $38.7 million, an increase of $4.4 million or 12.9% from $34.3 million in the second quarter of 1999. Segment operating income as a percentage of sales increased to 15.1% of sales in the current second quarter from 14.8% of

RESULTS OF OPERATIONS (CONTINUED)

sales in the second quarter of 1999. The second quarter 2000 operating income benefited from the profit contribution on the higher EMG sales, the EIG acquired companies, and lower operating expenses as a result of the Company's continued cost reduction and operational excellence initiatives.

Corporate expenses for the second quarter of 2000 were $4.9 million compared with $4.7 million in the second quarter of 1999. Both amounts represent 2.0% of sales. After deducting corporate expenses, consolidated operating income totaled $33.8 million, or 13.2% of sales for the second quarter of 2000, compared with $29.6 million, or 12.8% of sales for the 1999 second quarter.

Interest and other expenses, net were $6.7 million in the second quarter of 2000, compared with $5.2 million for the same quarter of 1999, an increase of $1.5 million. Interest expense was higher by $0.8 million primarily because of higher average levels of debt to finance the 1999 acquisitions. Other expenses were higher by $0.7 million because of lower investment income due to the absence of an investment asset which was liquidated in the fourth quarter 1999.

Net income for the second quarter of 2000 totaled $17.2 million, or $.53 per share on a diluted basis, compared with net income of $15.6 million, or $.47 per diluted share for the same quarter of 1999.

Segment Results

Electronic Instruments Group (EIG) sales totaled $126.0 million in the second quarter of 2000, an increase of $16.4 million or 15.0% from the same quarter of 1999. The Group's second quarter sales benefited from the 1999 acquisitions of GST, Patriot, and Drexelbrook. Also, sales increased on strong market conditions for the Company's process instrumentation products. The aerospace business continues to grow through acquisitions, strength in the business and regional jet markets, and expansion of the Company's aerospace technology into the land-gas turbine market. The Group's sales improvement was reduced somewhat by lower sales from the heavy-vehicle business, which includes some softness due to a recent decline of the heavy-truck market.

Operating income of EIG was $19.0 million for the second quarter of 2000, an increase of $2.8 million or 17% when compared with the second quarter of 1999. The sales improvement mentioned above was the reason for the increase in operating income. Operating margins improved to 15.1% in the current second quarter, compared with 14.8% for the same period in 1999. The Group's profit margin improved during the second quarter of 2000, primarily because of favorable product mix.

Electromechanical Group (EMG) sales totaled $129.5 million in the second quarter 2000, an increase of $7.5 million or 6.1% from the same quarter 1999. The Company's technical motors and specialty metal businesses led the second quarter sales increase. Sales to floor-care

RESULTS OF OPERATIONS (CONTINUED)

markets in North America were higher. However, sales growth achieved in local foreign currencies to European floor-care markets were more than offset by the unfavorable effect of translating those currencies to U.S. dollars. Without the effect of the currency impact, EMG sales would have grown 9%.

Operating income of EMG was $19.7 million for the second quarter 2000, an increase of $1.7 million or 9.3% compared to the second quarter of 1999. Group operating income as a percentage of sales for the second quarter of 2000 was 15.2%, compared with operating margins of 14.8% in the second quarter of 1999. Higher profits on increased sales, favorable product mix, and lower operating costs were the reasons for the profit margin improvement.

Operations for the first six months of 2000 compared with the first six months of 1999.

Net sales for the first six months of 2000 were $511.3 million, an increase of $48.8 million or 10.6% higher than net sales of $462.5 million reported for the first six months of 1999. EIG sales increased by 17.4% for the comparative periods due to incremental sales generated by the acquisitions of GST in April 1999, Patriot in July 1999, and Drexelbrook in December 1999, and continued strong business demand in the process instruments and aerospace markets. Without the acquisitions, net sales for EIG in the first six months of 2000 would have been flat compared to the first six months of 1999. Sales to heavy vehicle manufacturers were lower and includes some softness due to the decline of the heavy-truck market which began in the second quarter of 2000.

New orders for the six months ended June 30, 2000 were $528.5 million, an increase of 9.6% from $482.3 million for the same period in 1999, reflecting the acquisitions made during 1999 and strong market conditions for specialty metal products and for process and aerospace instruments. The order backlog at June 30, 2000 was $260.7 million, compared with $243.5 million at December 31, 1999, an increase of $17.2 million or 7.1%. This increase reflects the higher order input and the strong demand for the Company's products.

Segment operating income for the first six months of 2000 was $77.5 million, an increase of $9.6 million or 14.1% compared with the same period in 1999. As a percentage of sales, segment operating income rose to 15.2% from 14.7% for the comparable periods. Margins in both operating segments continued to be strong.

Corporate expenses were $9.9 million, an increase of $0.7 million or 7.3% when compared with the same period in 1999, but were relatively unchanged as a percentage of sales. The increase was primarily due to higher expenses in connection with the Company's information technology and e-commerce initiatives.

Operating income was $67.7 million, a $8.9 million or 15.2% increase when compared with the same period in 1999. This represents an operating income margin of 13.2% for the first six months

RESULTS OF OPERATIONS (CONTINUED)

of 2000 compared with 12.7% for the same period in 1999.

Interest and other expenses were $14.4 million for the first six months of 2000, an increase of $2.9 million when compared with the first six months of 1999. Interest expense increased by $1.8 million primarily on higher average levels of debt. Other expense increased by $1.1 million because of lower investment income primarily due to the absence of an investment asset which was liquidated in the fourth quarter of 1999.

Net income for the first six months in 2000 was $34.0 million, or $1.05 per share on a diluted basis, compared with net income of $30.2 million or $0.92 per diluted share for the first six months of 1999.

Segment Results

In the Electronic Instruments Group (EIG), sales were $256.8 million for the first half of 2000, an increase of $38.0 million or 17.4% compared with the same period of 1999. Net sales increased for the Group because of contributions from the 1999 acquisitions of GST, Patriot, and Drexelbrook. Sales gains reported by the aerospace and process instruments businesses were offset by lower sales of the heavy-vehicle instruments due in part to a decline in the heavy-truck market which began in the second quarter of 2000.

EIG's operating income for the first half of 2000 increased to $38.7 million, a $5.9 million or 18.0% increase compared with the first half of 1999 primarily due to the sales increase mentioned above. The Group's operating margins were 15.0% of sales in the first half of 2000, unchanged from the 1999 comparable period. Improved operating performance, primarily by the Group's process instruments and aerospace businesses, were largely offset by margin declines due to the lower sales of heavy-vehicle instruments, and to changes in product mix.

Electromechanical Group (EMG) sales totaled $254.5 million for the first six months of 2000, an increase of $10.8 million or 4.4% compared with the same period in 1999. The sales increase was primarily due to strong demand for the Company's products manufactured by the Group's technical motors and specialty metal businesses. Local foreign currency sales growth from expanding floor-care markets in Europe were more than offset by the unfavorable impact of translating foreign currencies to U.S. dollars.

EMG operating income for the first six months of 2000 was $38.9 million, an increase of $3.7 million or 10.5% when compared with the same period in 1999. Group operating income as a percentage of sales for the first six months of 2000 was 15.3%, an improvement from the 14.4% margin for the comparable period in 1999. The Group benefited in the current six month period from a favorable product mix as a result of strong market conditions for the technical motors and specialty metal businesses. Lower operating costs in its worldwide motor operations as a result of the operational excellence and cost reduction initiatives also contributed to the profit margin improvement year-to-year.

RESULTS OF OPERATIONS (CONTINUED)

FINANCIAL CONDITION

Liquidity and Capital Resources

Cash provided by operating activities before the sale of accounts receivable totaled $23.0 million in the first half of 2000, compared with $39.8 million for the same period in 1999 a decrease of $16.8 million. The decrease was caused by higher operating working capital requirements due in part to higher accounts receivable related to increased sales, and to higher inventory levels associated with the Company's move of certain of its products to low-cost manufacturing facilities. Operating activities for the first half of 2000 also included net proceeds of $4.0 million received from the sale of accounts receivables under an accounts receivable securitization agreement consummated in the fourth quarter of 1999.

Cash used for investing activities totaled $9.4 million in the first six months of 2000, compared with $64.5 million for the first six months of 1999. Additions to property, plant and equipment totaled $11.7 million for the first six months of 2000, compared with $13.7 million expended in the comparable period of 1999. Proceeds from the sale of assets were $3.9 million for the first half of 2000, compared with $6.4 million received from the sale of idle property in the same period of 1999. The 1999 acquisitions in the first half of that year required cash outlays of $53.7 million.

Financing activities used cash of $22.8 million for the first six months of 2000, compared with cash provided by financing activities of $22.4 million in the same period of 1999. Net cash used to repay short-term borrowings in the first six months of 2000 was the primary use of cash for financing activities and totaled $21.9 million, compared with an increase in short-term borrowings in the first six months of 1999 of $37.1 million. The 1999 amount included borrowings under the Company's $195 million revolving bank credit facility to fund the 1999 acquisitions. In 1999, the Company also used cash to repay $14.0 million of its long-term debt.

As a result of all of the activities discussed above, the Company's cash and cash equivalents and short-term marketable securities at June 30, 2000 totaled $11.7 million, compared with $15.4 million at December 31, 1999. The Company also had unused borrowing commitments of $123.1 million under its $195 million revolving bank credit facility available at June 30, 2000. The Company believes it has sufficient cash-generating capabilities and available credit facilities to enable it to meet its liquidity needs.

RESULTS OF OPERATIONS (CONTINUED)

FORWARD-LOOKING INFORMATION

Information contained in this discussion, other than historical information, are considered "forward-looking statements" and may be subject to change based on various important factors and uncertainties. Some, but not all, of the factors and uncertainties that may cause actual results to differ significantly from those expected in any forward-looking statement are disclosed in the Company's 1999 Form 10-K as filed with the Securities and Exchange Commission.

AMETEK, Inc.

PART II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders of AMETEK, Inc. (the "Company") was held on May 9, 2000. The following matters were voted on at the Annual Meeting:

1) Election of Directors. The following nominees were elected to the Board of Directors for the terms expiring in 2003:

Nominee	Number of Shares Voted for	Number of Shares Voted against or withheld
Helmut N. Friedlaender	28,771,784	621,543
James R. Malone	28,800,952	592,375
Elizabeth R. Varet	28,799,079	594,248

Of the remaining six Board members, three will stand for election in the year 2001, and the remaining three Board members will stand for election in the year 2002.

2) Appointment of Independent Auditors. The Shareholders approved the appointment of Ernst & Young LLP as independent auditors for the Company for the year 2000. There were 29,196,112 shares voted for approval, 96,281 shares voted against, and 100,934 abstentions.

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits:

Exhibit Number	Description
10.1	Amendment No. 3 to the AMETEK 401(k) Plan for Acquired Businesses.
10.2	Amendment No. 4 to the AMETEK 401(k) Plan for Acquired Businesses.
10.3	Amendment No. 11 to the AMETEK Retirement and Savings Plan.
10.4	Amendment No. 12 to the AMETEK Retirement and Savings Plan.
27	Financial Data Schedule *

b) Reports on Form 8-K: During the quarter ended June 30, 2000, no reports were filed on Form 8-K.

* Schedule submitted in electronic format only.

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 thereunto duly authorized.

AMETEK, Inc.

(Registrant)

By /s/ Robert R. Mandos, Jr.

Robert R. Mandos, Jr.
Vice President & Comptroller
(Principal Accounting Officer)

August 8, 2000

EXHIBIT 10.1

AMENDMENT No. 3

to

AMETEK 401(k) PLAN FOR ACQUIRED BUSINESSES

WHEREAS, there was adopted and made effective as of May 1, 1999, the AMETEK Retirement and Savings Plan (the "Plan"); and

WHEREAS, Section 10.1 of the Plan provides that AMETEK, Inc. ("AMETEK") may amend the Plan at any time, and from time to time; and

WHEREAS, AMETEK now desires to amend the Plan in certain respects;

NOW, THEREFORE, the Plan is hereby amended as follows:

FIRST: Section 6.4(a) of the Plan is amended to read in its entirety as follows:

> "(a) Retirement Participants. Upon a Participant's termination of employment with the Employer on or after his Normal Retirement Age or on account of a Disability, he shall be entitled to receive a distribution or a direct transfer to another plan of the value of his Accounts as soon as administratively practicable; provided that he returns a completed benefit distribution form to the Plan Administrator."

SECOND: Section 6.4(b) of the Plan is amended to read in its entirety as follows:

> "(b) Terminated Participants. Upon a Participant's termination of employment, either voluntarily or involuntarily, prior to his Normal Retirement Age (other than by reason of his death or Disability), he shall be entitled to receive a distribution or a direct transfer to another plan of the value of his Accounts as soon as administratively practicable after returning a completed benefit distribution form to the Committee provided, however that his Accounts must be distributed no later than his Mandatory Distribution Date as determined under Section 6.5.
>
> Until benefits are distributed, a Participant's Accounts shall be held and invested in accordance with Section 9.2 pursuant to the instructions of the Former Participant."

SECOND: The provisions of this Amendment No. 3 shall be effective as of May 1, 2000.

IN WITNESS WHEREOF, AMETEK has caused these presents to be executed, in its corporate name, by its duly authorized officer on this 18th day of May, 2000.

AMETEK, Inc.

By: /s/ Donna F. Winquist

Attest:

/s/ Kathryn E. Londra
- --------------------------

EXHIBIT 10.2

AMENDMENT No. 4

to

AMETEK 401(k) PLAN FOR ACQUIRED BUSINESSES

WHEREAS, there was adopted and made effective as of May 1, 1999, the AMETEK 401(k) Plan for Acquired Businesses (the "Acquired Businesses Plan"); and

WHEREAS, Section 10.1 of the Plan provides that AMETEK, Inc. ("AMETEK") may amend the Plan at any time, and from time to time; and

WHEREAS, AMETEK now desires to amend the Plan in certain respects;

NOW, THEREFORE, the Plan is hereby amended as follows:

FIRST: Section 6.2 of the Plan is amended to read in its entirety as follows:

"6.2 Attainment of 59-1/2.

(a) General Rule. If a Participant attains age 59-1/2 and remains in the service of the Employer, he may elect to have the value of his Deferral Election Account and Employer Matching Contribution Account (determined in accordance with Sections 5.2 and 5.3 and valued as of the Valuation Date coincident with or next succeeding the date of his election or, pursuant to procedures which the Committee may, in its sole discretion, adopt, as of the last day of the month in which he files his election) paid to him (or his Beneficiary in the event of his death) in a lump sum as soon as practicable following the date as of which his Accounts are valued. The Participant (or Beneficiary) may make such an election by filing a written notice with the Committee, on a form acceptable to the Committee. Notwithstanding such withdrawal, the Participant may also elect to continue to participate in the Plan if he otherwise remains eligible.

(b) Special Rule for Former National Controls Corporation Retirement Savings Plan (the "NCC Plan") Participants. In addition to the lump sum distribution described in paragraph 6.2(a), any Participant who was formerly a Participant in the NCC Plan and whose account balance under the NCC Plan is transferred to this Plan in conjunction with the merger of the NCC Plan into this Plan shall be entitled to receive his distribution in the form of installment payments described in 6.4(d), but only with respect to that portion of his account balance that represented his account balance under the NCC Plan as of the date of merger."

SECOND: Section 6.4(d) of the Plan is amended by adding a new paragraph to the end thereof to read in its entirety as follows

"Notwithstanding the foregoing, any Participant who was formerly a Participant in the NCC Plan and whose account balance under that Plan is transferred to this Plan in conjunction with the merger of the NCC Plan into this Plan shall be entitled to receive his distribution in the form of installment payments in substantially equal installments not less frequently than annually over a period not exceeding the Participant's life expectancy or the life expectancy of the Participant and any individual designated as a Beneficiary by the Participant, but only with respect to that portion of his account balance that represented his account balance under the NCC Plan as of the date of merger."

THIRD: Schedule I is hereby amended, to read in its entirety as follows:

"SCHEDULE I

Subsidiary/Division	Employer Matching Contribution
Aerospace Division (Costa Mesa Plant)	4%
AMETEK Patriot Sensors Division (Michigan)	3%
AMETEK Aerospace Patriot Products (California)	3%
AMETEK Patriot Sensors Division (Pennsylvania) (known as Drexelbrook Controls, Inc. until merged into Patriot on 1/12/00)"	3%
AMETEK National Controls Corporation Retirement Savings Plan	5%

FOURTH: The provisions of this Amendment No. 4 shall be effective as of July 1, 2000.

IN WITNESS WHEREOF, AMETEK has caused these presents to be executed, in its corporate name, by its duly authorized officer on this 30th day of June, 2000.

AMETEK, Inc.

By: /s/ Donna F. Winquist

Attest:

/s/ Kathryn E. Londra

EXHIBIT 10.3

AMENDMENT No. 11

to

AMETEK RETIREMENT AND SAVINGS PLAN

WHEREAS, there was adopted and made effective as of October 1, 1984, the AMETEK Retirement and Savings Plan (the "Plan"); and

WHEREAS, the Plan was amended and restated in its entirety, effective January 1, 1997; and

WHEREAS, Section 10.1 of the Plan provides that AMETEK, Inc. ("AMETEK") may amend the Plan at any time, and from time to time; and

WHEREAS, AMETEK now desires to amend the Plan in certain respects;

NOW, THEREFORE, the Plan is hereby amended as follows:

FIRST: Section 6.4(b) of the Plan is amended to read in its entirety as follows:

> "(b) Retirement Participants. A Retirement Participant or Former Retirement Participant who has terminated his employment on or after his Normal Retirement Age or because he was Disabled shall be entitled to receive a distribution or a direct transfer to another plan of the value of his Accounts as soon as administratively practicable."

SECOND: Section 6.4(c) of the Plan is amended to read in its entirety as follows:

> "(c) Terminated Participants. Upon a Participant's or a Retirement Participant's termination of employment with the Employer, either voluntarily or involuntarily, prior to his Normal Retirement Age (other than by reason of his death or Disability), he shall be entitled to receive a distribution or a direct transfer to another plan of the value of his Accounts, pursuant to Section 6.1; as soon as administratively practicable after returning a completed benefit distribution form to the Committee provided, however that his Accounts must be distributed no later than his Mandatory Distribution Date as determined under Section 6.5.

Until benefits are distributed, a Participant's or a Retirement Participant's Accounts shall be held and invested in accordance with Section 9.2 pursuant to the instructions of the Former Participant or Former Retirement Participant."

SECOND: The provisions of this Amendment No. 11 shall be effective as of May 1, 2000.

IN WITNESS WHEREOF, AMETEK has caused these presents to be executed, in its corporate name, by its duly authorized officer on this 18th day of May, 2000.

AMETEK, Inc.

By: /s/ Donna F. Winquist

Attest:

/s/ Kathryn E. Londra
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EXHIBIT 10.4

AMENDMENT No. 12

to

AMETEK RETIREMENT AND SAVINGS PLAN

WHEREAS, there was adopted and made effective as of October 1, 1984, the AMETEK Retirement and Savings Plan (the "Plan"); and

WHEREAS, the Plan was amended and restated in its entirety, effective January 1, 1997; and

WHEREAS, Section 10.1 of the Plan provides that AMETEK, Inc. ("AMETEK") may amend the Plan at any time, and from time to time; and

WHEREAS, AMETEK, for certain retention and recruiting reasons has decided to allow the following employees to participate in the Plan as follows:

Effective February 21, 2000 for Michael Davis who directly transferred his employment from the Dixson Division of AMETEK, Inc. to the National Controls Corporation Division of AMETEK, Inc. ("NCC"), effective March 2, 2000 for David A. Gizewicz who directly transferred his employment from AMETEK, Inc. to NCC, effective January 1, 2000 for Walter B. Wooldridge new hire of NCC, effective April 1, 2000 for new hires Larry D. Augsburger and James F.Solari of NCC, and effective July 1, 2000 for John Meggesin new of NCC.

WHEREAS, AMETEK now desires to amend the Plan in certain respects;

NOW, THEREFORE, the Plan is hereby amended as follows:

FIRST: Appendix VI to the Plan is amended by renumbering Section 4 as Section 5, and adding a new Section 4 to read in its entirety as follows:

"4. The following employees of the National Controls Corporation Division of AMETEK, Inc. ("NCC") shall be eligible to participate in the Plan as of the respective dates set forth below:

Michael Davis	February 21, 2000

David A. Gizewicz	March 2, 2000
Walter B. Wooldridge	January 1, 2000
Larry D. Augsburger	April 1, 2000
James F. Solari	April 1, 2000
John Meggesin	July 1, 2000"

SECOND: The provisions of this Amendment No. 12 shall be effective as of June 6, 2000.

IN WITNESS WHEREOF, AMETEK has caused these presents to be executed, in its corporate name, by its duly authorized officer on this 30th day of June, 2000.

AMETEK, Inc.

By: /s/ Donna F. Winquist

Attest:

/s/ Kathryn E. Londra

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This schedule contains summary financial information extracted from the
Consolidated Balance Sheet of AMETEK, Inc. at June 30, 2000, and the
Consolidated Statement of Income of AMETEK, Inc. for the six months ended
June 30, 2000, and is qualified in its entirety by reference to such financial
statements.

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6-MOS
DEC-31-2000
JUN-30-2000
3,394
8,289
129,420
4,607
113,717
274,148
511,773
306,440
771,982
240,110
234,082
0
0
334
243,338
771,982
511,316
511,316
380,543
380,543
15,816
504
13,694
53,215
19,238
33,977
0
0
0
33,977
1.06
1.05