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 September 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 October 31, 2000 was 32,156,070 shares.

AMETEK, INC.
FORM 10-Q
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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 September 30,		Nine months ended September 30,	
	2000	1999	2000	1999
Net sales	$ 255,098	$ 226,258	$ 766,414	$ 688,776
Expenses:				
Cost of sales, excluding depreciation	189,458	167,150	570,001	517,647
Selling, general and administrative	24,241	21,452	71,541	59,880
Depreciation	7,293	7,138	23,109	21,998
Total expenses	220,992	195,740	664,651	599,525
Operating income	34,106	30,518	101,763	89,251
Other income (expenses):				
Interest expense	(7,839)	(6,512)	(21,533)	(18,399)
Other, net	249	182	(499)	545
Income before income taxes	26,516	24,188	79,731	71,397
Provision for income taxes	9,198	8,594	28,436	25,644
Net Income	$ 17,318	$ 15,594	$ 51,295	$ 45,753
Basic earnings per share	$ 0.54	$ 0.48	$ 1.60	$ 1.42
Diluted earnings per share	$ 0.53	$ 0.47	$ 1.58	$ 1.39
Average common shares outstanding:				
Basic shares	32,138	32,466	32,074	32,323
Diluted shares	32,529	33,163	32,470	32,992
Dividends per share	$ 0.06	$ 0.06	$ 0.18	$ 0.18

See accompanying notes.

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

	September 30, 2000 (Unaudited)	December 31, 1999
ASSETS		
Current assets:		
Cash and cash equivalents	$ 6,942	$ 8,636
Marketable securities	8,546	6,764
Receivables, less allowance for possible losses	136,706	112,756
Inventories	130,034	102,396
Deferred income taxes	9,346	12,001
Other current assets	11,604	13,548
Total current assets	303,178	256,101
Property, plant and equipment, at cost	518,987	516,780
Less accumulated depreciation	(309,176)	(297,209)
	209,811	219,571
Goodwill, net of accumulated amortization	298,265	248,304
Investments and other assets	47,536	44,174
Total assets	$ 858,790	$ 768,150
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	$ 147,283	$ 99,674
Accounts payable	77,026	73,377
Accruals	91,061	89,685
Total current liabilities	315,370	262,736
Long-term debt	232,942	231,756
Deferred income taxes	28,733	27,781
Other long-term liabilities	23,804	29,661
Stockholders' equity :		
Common stock	334	334
Capital in excess of par value	798	2,041
Retained earnings	315,393	269,861
Accumulated other comprehensive losses	(32,793)	(27,395)
Treasury stock	(25,791)	(28,625)
	257,941	216,216
Total liabilities and stockholders' equity	$ 858,790	$ 768,150

See accompanying notes

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

	Nine months ended September 30, 2000	1999
Cash provided by (used for):		
Operating activities:		
Net income	$ 51,295	$ 45,753
Adjustments to reconcile net income to total operating activities:		
Depreciation and amortization	31,084	28,315
Deferred income taxes	4,402	3,030
Net change in assets and liabilities	(39,243)	(19,492)
Other	(1,239)	(2,160)
Total operating activities (before sale of accounts receivable)	46,299	55,446
Proceeds from sale of accounts receivable	5,000	--
Total operating activities	51,299	55,446
Investing activities:		
Additions to property, plant and equipment	(17,658)	(19,757)
Purchase of businesses	(81,017)	(123,797)
Proceeds from sale of assets	3,920	7,484
Increase in marketable securities	(1,815)	(3,513)
Total investing activities	(96,570)	(139,583)
Financing activities:		
Net change in short-term borrowings	45,596	99,568
Additional long-term borrowings	3,702	--
Repayment of long-term debt	(1,281)	(14,136)
Repurchases of common stock	(1,611)	--
Cash dividends paid	(5,763)	(5,816)
Proceeds from stock options	2,934	4,355
Total financing activities	43,577	83,971
Decrease in cash and cash equivalents	(1,694)	(166)
Cash and cash equivalents:		
Beginning of period	8,636	9,768
As of September 30	$ 6,942	$ 9,602

See accompanying notes.

AMETEK, Inc.

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

NOTE 1 - FINANCIAL STATEMENT PRESENTATION

The accompanying consolidated financial statements as of and for the three and nine-month period ended September 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 has been reclassified to conform to the current year's presentation.

NOTE 2 - EARNINGS PER SHARE

The calculation of basic earnings per share for the three and nine-month periods ended September 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 Sept. 30,		Nine months ended Sept. 30,	
	2000	1999	2000	1999
Basic	32,138	32,466	32,074	32,323
Stock option and award plans	391	697	396	669
Diluted	32,529	33,163	32,470	32,992

NOTE 3 - ACQUISITIONS

On September 5, 2000, the Company acquired the assets of Rochester Instrument Systems, Inc. ("RiS"), along with the power instrumentation product line of a related company, Rochester Instruments Systems, Ltd., for approximately $20 million in cash, subject to adjustment. RiS is a leading supplier of measurement instrumentation for the electric power generation and distribution market. The acquired business generated sales of approximately $33 million in 1999 and employs 175 people in the United States and the United Kingdom. The acquisition is now part of the Company's Electronic Instruments segment.

On August 4, 2000, the Company acquired the assets of certain businesses of Prestolite Electric Incorporated ("Prestolite") for approximately $61 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 of approximately $71 million and employ 475 people at six worldwide locations. The acquisition is now part of the Company's Electromechanical segment.

These acquisitions were accounted for by the purchase method, and accordingly, the results of their operations are included in the Company's consolidated results from their respective dates of acquisition. The estimated goodwill acquired with these businesses is being amortized on a straight-line basis over thirty years. The acquisitions would not have had a material effect on sales or earnings had they been made at the beginning of 2000 or 1999.

AMETEK, Inc.

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

Note 4 - Inventories

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

	In thousands	
	September 30, 2000 (Unaudited)	December 31, 1999
Finished goods and parts	$ 31,814	$ 18,749
Work in process	32,404	26,904
Raw materials and purchased parts	65,816	56,743
	$130,034	$102,396

Note 5 - 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 nine-month periods ended September 30, 2000 and 1999:

	In thousands (Unaudited)			
	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2000	1999	2000	1999
Net income	$ 17,318	$ 15,594	$ 51,295	$ 45,753
Foreign currency translation adjustment	(2,905)	2,379	(6,720)	(5,523)
Unrealized gain (loss) on marketable securities and other	786	(676)	1,322	(348)
Total comprehensive income	$ 15,199	$ 17,297	$ 45,897	$ 39,882

Note 6 - 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 September 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 nine-month periods ended September 30, 2000 and 1999 can be found in the table on page 9 in the Management's Discussion and Analysis section of this Report.

AMETEK, Inc.

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

Note 7 - Receivables Securitization

Under the Company's accounts receivable securitization program, the Company sold an additional $5.0 million of trade accounts receivable in the nine-month period ended September 30, 2000. The proceeds were used to reduce bank borrowings. As of September 30, 2000, $49 million of the maximum $50 million allowable accounts receivable securitization facility had been used.

Note 8 - 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.

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.

In December 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" (SAB 101). SAB 101 summarizes certain SEC staff views in applying generally accepted accounting principles to revenue recognition in financial statements. In October 2000, the SEC staff issued a Frequently Asked Question (FAQ) document on SAB 101. SAB 101 will become effective for the Company in the fourth quarter of 2000. The Company is currently evaluating the impact of SAB 101 and the FAQ, however, it does not expect adoption to have a material effect on the Company's consolidated results of operations, financial position, or cash flows.

In September 2000, the FASB issued Statement No. 140, "Accounting for Transfer and Servicing of Financial Assets and Extinguishments of Liabilities." Statement 140 replaces Statement 125, issued in June 1996. Statement 140 revises the standards for accounting for securitizations and other transfers of financial assets and collateral, and requires certain expanded disclosures, but carries over most of Statement 125's provisions. Statement 140 is effective for transfers occurring after March 31, 2000. However, the expanded disclosures about securitizations and collateral are effective for the Company in the fourth quarter of 2000. The Company is currently studying the implications of adopting Statement 140, however, it does not expect adoption to have a material effect on its business.

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 Sept. 30, 2000	1999	Nine months ended Sept. 30, 2000	1999
Net sales				
Electronic Instruments	$ 124,206	$ 114,729	$ 381,055	333,566
Electromechanical	130,892	111,529	385,359	355,210
Consolidated net sales	$ 255,098	$ 226,258	$ 766,414	$ 688,776
Operating income and income before income taxes				
Electronic Instruments	$ 19,658	$ 18,140	$ 58,309	$ 50,885
Electromechanical	19,776	16,851	58,676	52,057
Total segment operating income	39,434	34,991	116,985	102,942
Corporate and other	(5,328)	(4,473)	(15,222)	(13,691)
Consolidated operating income	34,106	30,518	101,763	89,251
Interest and other expenses, net	(7,590)	(6,330)	(22,032)	(17,854)
Consolidated income before income taxes	$ 26,516	$ 24,188	$ 79,731	$ 71,397

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

Net sales for the third quarter of 2000 were $255.1 million, an increase of $28.8 million or 12.7%, compared with the third quarter 1999 net sales of $226.3 million. The Electronic Instruments Group (EIG) benefited from the contributions of the 1999 acquisitions of Patriot Sensors and Controls (Patriot) and Drexelbrook Engineering (Drexelbrook), and the September 2000 acquisition of Rochester Instrument Systems (RiS). This group also benefited from the continued strength of the process instrumentation and aerospace products businesses. The Group is experiencing the anticipated downturn in its heavy-vehicle business due to a decline in the heavy-truck market. The Electromechanical Group (EMG) reported higher sales due to the August 2000 acquisition of certain businesses of Prestolite Electric, Inc. (Prestolite), improved demand for specialty metal products, and good worldwide floor-care markets. Strong revenue growth achieved by the Company in local foreign currencies in Europe was reduced by approximately $4 million from the effect of translating European currencies into U.S. dollars during the third quarter.

RESULTS OF OPERATIONS (CONTINUED)

Total segment operating income for the third quarter of 2000 was $39.4 million, an increase of $4.4 million or 12.7% from $35.0 million in the third quarter of 1999. Segment operating income as a percentage of sales was 15.5% of sales in the current third quarter, the same as the third quarter of 1999. The third quarter 2000 operating income benefited from the profit contribution on the higher sales and lower operating expenses as a result of the Company's continued cost reduction and operational excellence initiatives.

Corporate expenses for the third quarter of 2000 were $5.3 million compared with $4.5 million in the third quarter of 1999, an increase of $.9 million, or 19.1%, due primarily to spending on the company's information technology and e-commerce initiatives. Both amounts represent approximately 2.0% of sales. After deducting corporate expenses, consolidated operating income totaled $34.1 million, or 13.4% of sales for the third quarter of 2000, compared with $30.5 million, or 13.5% of sales for the 1999 third quarter.

Interest and other expenses, net were $7.6 million in the third quarter of 2000, compared with $6.3 million for the same quarter of 1999, an increase of $1.3 million. The increase was due to higher interest expense because of higher rates and higher average levels of debt to finance the acquisitions.

Net income for the third quarter of 2000 totaled $17.3 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. Third quarter 2000 net income increased $1.7 million, or 11.1%, and diluted earnings per share increased $.06, or 12.8%.

Segment Results

Electronic Instruments Group (EIG) sales totaled $124.2 million in the third quarter of 2000, an increase of $9.5 million or 8.3% from the same quarter of 1999. The Group's third quarter sales benefited from the 1999 acquisitions of Patriot and Drexelbrook and the third quarter 2000 acquisition of RiS. The aerospace business continues to grow through strength in the aircraft market. The Group's sales improvement was reduced by lower sales from the anticipated decline in the heavy-vehicle business due to a recent slow-down of the heavy-truck market.

Operating income of EIG was $19.7 million for the third quarter of 2000, an increase of $1.5 million or 8.4% when compared with the third quarter of 1999. The sales improvement mentioned above was the reason for the increase in operating income. Operating income margins were 15.8%, unchanged from the comparable 1999 quarter.

Electromechanical Group (EMG) sales totaled $130.9 million in the third quarter 2000, an increase of $19.4 million or 17.4% from the same quarter of 1999. The acquisition of the Prestolite electric power and switch and motor businesses contributed significantly to the increase. The Group also achieved internal growth during the current third quarter resulting from increased sales of specialty metal products and higher sales to worldwide floor-care markets.

RESULTS OF OPERATIONS (CONTINUED)

However, EMG's 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 $22.8 million, or 20%.

Operating income of EMG was $19.8 million for the third quarter of 2000, an increase of $2.9 million or 17.4% compared to the third quarter of 1999. Group operating income as a percentage of sales for the third quarter of 2000 was 15.1%, the same as operating income margins in the third quarter of 1999. Operating profits on the increased sales, favorable product mix, and lower operating costs were the reasons for the profit improvement.

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

Net sales for the first nine months of 2000 were $766.4 million, an increase of $77.6 million or 11.3% higher than net sales of $688.8 million reported for the first nine months of 1999. EIG sales increased for the comparable periods due to incremental sales generated by the acquisitions of the GST transducer business in April 1999, Patriot in July 1999, Drexelbrook in December 1999 and RiS in September 2000. Continued strong business demand in the process instruments, power and aerospace markets also contributed to the sales increase. However, the anticipated slowdown in the heavy truck markets, which began in the second quarter of 2000, resulted in lower sales to heavy vehicle manufacturers.

New orders for the nine months ended September 30, 2000 were $794.7 million, an increase of 10.4% from $720.1 million for the same period in 1999, primarily reflecting the acquisitions made in late 1999 and during 2000, along with strong market conditions for specialty metal products and aerospace instruments. The order backlog at September 30, 2000 was $271.8 million, compared with $243.5 million at December 31, 1999, an increase of $28.3 million or 11.6%. The backlog increase was primarily due to the 2000 acquisitions.

Segment operating income for the first nine months of 2000 was $117.0 million, an increase of $14.0 million or 13.6% compared with the same period in 1999. As a percentage of sales, segment operating income rose to 15.3% from 14.9% for the comparable periods. Profit margins in both operating segments continued to be strong.

Corporate expenses were $15.2 million, an increase of $1.5 million or 11.2% when compared with the same period in 1999, but remained at 2% of sales for both periods. The increase was primarily due to higher expenses in connection with the Company's information technology and e-commerce initiatives.

RESULTS OF OPERATIONS (CONTINUED)

Operating income was $101.8 million, a $12.5 million, or 14.0% increase when compared with the same period in 1999. This represents an operating income margin of 13.3% for the first nine months of 2000 compared with 13.0% for the same period in 1999.

Interest and other expenses were $22.0 million for the first nine months of 2000, an increase of $4.1 million when compared with the first nine months of 1999. Interest expense increased by $3.1 million primarily on higher average levels of debt to fund the 1999 and 2000 acquisitions. Other expenses increased by $1.0 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 nine months in 2000 was $51.3 million, or $1.58 per share on a diluted basis, compared with net income of $45.7 million or $1.39 per diluted share for the first nine months of 1999.

Segment Results

Electronic Instruments Group (EIG) sales were $381.1 million for the first nine months of 2000, an increase of $47.5 million or 14.2% 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 and the September 2000 acquisition of RiS. Sales gains reported by the aerospace and process instruments businesses were partially offset by lower sales of the heavy-vehicle instruments which began in the second quarter of 2000.

EIG's operating income for the first nine months of 2000 increased to $58.3 million, a $7.4 million or 14.6% increase compared with the first nine months of 1999 primarily due to the contribution from the sales increase mentioned above. The Group's operating margins were 15.3% of sales in the first nine months of 2000, unchanged from the 1999 comparable period. Improved operating performance, primarily by the Group's aerospace and process instruments businesses, were reduced by margin declines due to the lower sales of heavy-vehicle instruments.

Electromechanical Group (EMG) sales totaled $385.4 million for the first nine months of 2000, an increase of $30.1 million or 8.5% compared with the same period in 1999. The sales increase was mostly due to strong demand for floor care and technical motors, specialty metal products and the third quarter 2000 acquisition of Prestolite. Local foreign currency sales growth from expanding floor-care markets in Europe was substantially offset by the unfavorable impact of translating foreign currencies to U.S. dollars.

EMG's operating income for the first nine months of 2000 was $58.7 million, an increase of $6.6 million or 12.7% when compared with the same period in 1999. Group operating income as a percentage of sales for the first nine months of 2000 was 15.2%, an improvement from the 14.7% profit margin for the comparable period in 1999. The Group benefited in the current nine-month period from the higher sales and lower operating costs in its worldwide motor

RESULTS OF OPERATIONS (CONTINUED)

operations as a result of the operational excellence and cost reduction initiatives, which also contributed to the profit margin improvement year-to-year.

FINANCIAL CONDITION

Liquidity and Capital Resources

Cash provided by operating activities, before the sale of accounts receivable, totaled $46.3 million in the first nine months of 2000, compared with $55.4 million for the same period in 1999 a decrease of $9.2 million. The decrease was caused primarily by higher cash outflows to fund operating working capital requirements due in part to higher accounts receivable related to increased sales, and to higher inventory levels partly associated with the Company's move of certain of its products to low-cost manufacturing facilities. Total operating activities for the first nine months of 2000 also included net proceeds of $5.0 million received from the sale of accounts receivables under an accounts receivable securitization program, which commenced in the fourth quarter of 1999.

Cash used for investing activities totaled $96.6 million in the first nine months of 2000, compared with $139.6 million for the first nine months of 1999. The acquisitions in the first nine months of 2000 required cash outlays of $81.0 million, compared with $123.8 million for acquisitions in the comparable 1999 period. Since September 30, 2000, the Company has made additional working capital investments in the 2000 acquisitions to bring certain of the acquired businesses to a normal level of operations. Additions to property, plant and equipment totaled $17.7 million for the nine months of 2000, compared with $19.7 million expended in the comparable period of 1999. Proceeds from the sale of idle assets were $3.9 million for the first half of 2000, compared with $7.5 million received from the sale of idle property in the same period of 1999.

Financing activities provided cash of $43.6 million for the first nine months of 2000, compared with cash provided by financing activities of $84.0 million in the same period of 1999. Net short-term borrowings in the first nine months of 2000 totaled $45.6 million, compared with $99.6 million in the first nine months of 1999. The borrowings were made under the Company's $195 million revolving bank credit facility, and the proceeds were primarily used to fund the business acquisitions. In the 1999 period, 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 totaled $15.5 million at September 30, 2000, unchanged from December 31, 1999. The Company also had unused borrowing commitments of $57.9 million under the $195 million revolving bank credit facility available at September 30, 2000. The Company believes it has sufficient cash-generating capabilities and available credit facilities to enable it to meet its liquidity needs.

AMETEK, Inc

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 6. Exhibits and Reports on Form 8-K

a) Exhibits:

Exhibit Number	Description
10.1	Amendment No. 5 to the AMETEK 401(k) Plan for Acquired Businesses.
10.2	Amendment No. 6 to the AMETEK 401(k) Plan for Acquired Businesses.
10.3	First Amendment to Receivables Sales Agreement
27	Financial Data Schedule *

b) Reports on Form 8-K: During the quarter ended September 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)

November 9, 2000

Exhibit 10.1

AMENDMENT No. 5

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: 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%
AMETEK Prestolite Power & Switch Division (Ohio)	3%
AMETEK Lamb Electric Division (Michigan Plant)	3%
AMETEK Lamb Electric Division (Oklahoma Plant)	3%
AMETEK Lamb Electric Division (Alabama Plant)	3%

SECOND: The provisions of this Amendment No. 5 shall be effective as of September 1, 2000.

IN WITNESS WHEREOF, AMETEK has caused these presents to be executed, in its corporate name, by its duly authorized officer on this 17 day of August, 2000.

AMETEK, Inc.

By: /s/ Donna F. Winquist

Attest:

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

Exhibit 10.2

AMENDMENT No. 6

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: 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%
AMETEK Prestolite Power & Switch Division (Ohio)	3%
AMETEK Lamb Electric Division (Michigan Plant)	3%
AMETEK Lamb Electric Division (Oklahoma Plant)	3%
AMETEK Lamb Electric Division (Alabama Plant)	3%
Aerospace and Power Instruments Division (Rochester, NY)	5%

SECOND: The provisions of this Amendment No. 6 shall be effective as of October 1, 2000.

IN WITNESS WHEREOF, AMETEK has caused these presents to be executed, in its corporate name, by its duly authorized officer on this 12th day of September, 2000.

AMETEK, Inc.

By: /s/ Donna F. Winquist

Attest:

/s/ Kathryn E. Londra

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Exhibit 10.3

FIRST AMENDMENT
DATED AS OF SEPTEMBER 29, 2000
TO
RECEIVABLES SALE AGREEMENT
DATED AS OF OCTOBER 1, 1999

THIS AMENDMENT (the "Amendment"), dated as of September 29, 2000, is entered into among Ametek Receivables Corp. (the "Seller"), Ametek, Inc. (the "Initial Collection Agent"), Amsterdam Funding Corporation, a Delaware corporation ("Amsterdam"), ABN AMRO Bank N.V., as Amsterdam's program letter of credit provider (the "Enhancer"), the Liquidity Provider listed on the signature page hereof (the "Liquidity Provider") and ABN AMRO Bank N.V., as agent for Amsterdam, the Enhancer and the Liquidity Provider (the "Agent").

Reference is hereby made to that certain Receivables Sale Agreement, dated as of October 1, 1999 (as amended, supplemented or otherwise modified through the date hereof, the "Sale Agreement"), among the Seller, the Initial Collection Agent, Amsterdam, the Enhancer, the Liquidity Provider and the Agent. Terms used herein and not otherwise defined herein which are defined in the Sale Agreement or the other Transaction Documents (as defined in the Sale Agreement) shall have the same meaning herein as defined therein.

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto hereby agree as follows:

Section 1. Subject to the following terms and conditions, including without limitation the conditions precedent set forth in Section 2, upon execution by the parties hereto in the space provided for that purpose below, the Sale Agreement shall be, and it hereby is, amended as follows:

(a) The date "September 29, 2000" appearing in clause (d) of the defined term "Liquidity Termination Date" appearing in Schedule I of the Sale Agreement is deleted and replaced with the date "October 31, 2000".

(b) The date "September 29, 2000" appearing in clause (c)(ii) of the defined term "Termination Date" appearing in Schedule I of the Sale Agreement is deleted and replaced with the date "October 31, 2000".

Section 2. Section 1 of this Agreement shall become effective only once the Agent has received, in form and substance satisfactory to the Agent, all documents and certificates as the Agent may reasonably request and all other matters incident to the execution hereof are satisfactory to the Agent.

Section 3. The Sale Agreement, as amended and supplemented hereby or as contemplated herein, and all rights and powers created thereby and thereunder or under the other Transaction Documents and all other documents executed in connection therewith, are in all respects ratified and confirmed. From and after the date hereof, the Sale Agreement shall be amended and supplemented as herein provided, and, except as so amended and supplemented, the Sale Agreement, each of the other Transaction Documents and all other documents executed in connection therewith shall remain in full force and effect.

Section 4. This Amendment may be executed in two or more counterparts, each of which shall constitute an original but both or all of which, when taken together, shall constitute but one instrument.

Section 5. This Amendment shall be governed and construed in accordance with the internal laws of the State of New York.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed and delivered by their duly authorized officers as of the date first above written.

ABN AMRO BANK N.V., as the Agent, as the Liquidity Provider and as the Enhancer

By: /s/ Thomas J. Educate

Title: Group Vice President

By: /s/ W. Robert Poff

Title: Group Vice President

AMSTERDAM FUNDING CORPORATION

By: /s/ Andrew Stidd

Title: President

AMETEK RECEIVABLES CORP., as Seller

By: /s/ Deirdre D. Saunders

Title: Vice President and Treasurer

AMETEK, INC., as Initial Collection Agent

By: /s/ Deirdre D. Saunders

Title: Vice President and Treasurer

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

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9-MOS
DEC-31-2000
SEP-30-2000
6,942
8,546
141,432
4,726
130,034
303,178
518,987
309,176
858,790
315,370
232,942
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0
334
257,607
858,790
766,414
766,414
570,001
570,001
23,109
643
21,533
79,731
28,436
51,295
0
0
0
51,295
1.60
1.58