

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>SAUNDERS DEIRDRE D</u>  (Last) (First) (Middle) <u>37 NORTH VALLEY ROAD</u> <u>BUILDING 4</u>  (Street) <u>PAOLI PA 19301-0801</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AMETEK INC/ [ AME ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VICE PRESIDENT &amp; TREASURER</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>04/26/2006</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/26/2006		A <sup>(1)</sup>		1,204	A	\$49.6	44,906	D	
Common Stock/SERP								2,397.68	D	
401K PLAN	04/26/2006		J <sup>(2)</sup>		1	A	\$0	1,820	I	401K PLAN

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$13.1425							05/22/2002	05/21/2008	Common Stock	14,000	14,000	D		
Stock Option	\$18.0625							05/20/2004	05/19/2010	Common Stock	11,000	11,000	D		
Stock Option	\$18.82							05/22/2003	05/21/2009	Common Stock	11,000	11,000	D		
Stock Option	\$26.175							05/18/2005	05/17/2011	Common Stock	5,500	5,500	D		
Stock Option	\$30.405							09/22/2005	09/21/2011	Common Stock	5,170	5,170	D		
Stock Option	\$37.93							04/27/2006	04/26/2012	Common Stock	4,160	4,160	D		
Stock Option	\$49.9	04/26/2006		A		4,066		04/26/2007	04/25/2013	Common Stock	4,066	\$49.9	4,066	D	

**Explanation of Responses:**

1. Constitutes restricted stock issued under the 1999 Stock Incentive Plan of AMETEK, Inc.
2. Represents dividend reinvestment under the Company's 401(k) Plan.

DEIRDRE D SAUNDERS      04/27/2006

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.