

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>HERMANCE FRANK S</u>  (Last) (First) (Middle) <u>37 NORTH VALLEY ROAD</u> <u>BUILDING 4</u>  (Street) <u>PAOLI PA 19301-0801</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMETEK INC/ [ AME ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN OF THE BOARD &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/23/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/23/2008		A <sup>(1)</sup>		35,610	A	\$48.6	1,104,593	D	
Common Stock/SERP								127,201	D	
Common Stock								120,000	I	By Wife

**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	Amount or Number of Shares				
Stock Option	\$12.0417							05/20/2004	05/19/2010	Common Stock	240,000		240,000	D	
Stock Option	\$12.5467							05/22/2003	05/21/2009	Common Stock	210,000		210,000	D	
Stock Option	\$17.45							05/18/2005	05/17/2011	Common Stock	178,995		178,995	D	
Stock Option	\$20.27							09/22/2005	09/21/2011	Common Stock	84,127		84,127	D	
Stock Option	\$25.2867							04/27/2006	04/26/2012	Common Stock	130,575		130,575	D	
Stock Option	\$33.2667							04/26/2007	04/25/2013	Common Stock	126,615		126,615	D	
Stock Option	\$36.44							04/24/2008	04/23/2014	Common Stock	127,550		127,550	D	
Stock Option	\$48.6	04/23/2008		A		129,490		04/23/2009	04/22/2015	Common Stock	129,490	\$0	129,490	D	

**Explanation of Responses:**

1. Constitutes restricted stock issued under the 2002 Stock Incentive Plan of AMETEK, Inc.

FRANKSHERMANCE

04/24/2008

\*\* 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.

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