

---

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):

April 27, 2010

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))
-

**Item 2.02 Results of Operations and Financial Condition.**

On April 27, 2010, AMETEK, Inc. issued a press release announcing its financial results for the first quarter ended March 31, 2010. A copy of such press release is furnished as Exhibit 99.1 to this Current Report.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibit

99.1 Copy of press release issued by AMETEK, Inc. on April 27, 2010 (furnished but not filed pursuant to Item 2.02).

---

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.

April 27, 2010

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

---

*Name: Robert R. Mandos, Jr.*

*Title: Senior Vice President and Comptroller*

---

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Copy of press release issued by AMETEK, Inc. on April 27, 2010.

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 FIRST QUARTER RESULTS

Paoli, PA, April 27, 2010 – AMETEK, Inc. (NYSE: AME) today announced first quarter results that reflected sequentially higher orders, sales and profitability.

“We are very pleased with our results this quarter,” noted Frank S. Hermance, AMETEK Chairman and Chief Executive Officer. “We performed much better than anticipated with broad based strength in many of our markets. When compared to the fourth quarter of 2009, first quarter sales were up 6%, operating margins expanded by 140 basis points and diluted earnings per share were up 13%. As compared to the strong performance in the first quarter of 2009 which was driven by our higher margin, longer cycle businesses, the results in this year’s first quarter are impressive.”

Orders were particularly strong at \$582 million, up 19% over the first quarter of 2009. Sales of \$556.7 million were up 1% over the first quarter of 2009 and operating income was \$102.4 million, a 4% decrease from \$106.2 million recorded in the same period of 2009. Net income was \$57.9 million, or \$0.54 per diluted share, as compared to the first quarter 2009 level of \$59.1 million, or \$0.55 per diluted share.

### Electronic Instruments Group (EIG)

“EIG performed well in the first quarter with sequential sales up 4% driven by strength in our Power and Process businesses. Operating margins were exceptional at 23.1%, expanding 350 basis points sequentially from the fourth quarter of last year,” said Mr. Hermance.

For the 2010 first quarter, EIG sales were \$298.7 million, a 1% decrease from the same period of 2009. Operating income was unchanged at \$69.1 million when compared to first quarter of 2009. Operating margins for the quarter increased 30 basis points to 23.1%. Orders were very strong, up 17% over the first quarter of 2009.

### Electromechanical Group (EMG)

“EMG also performed well in the first quarter. Sequential sales improved 9% with broad based improvements in our shorter cycle cost driven motor and differentiated businesses. Operating margins were down 30 basis points with the strong growth in our lower margin cost driven motor business,” commented Mr. Hermance.

For the first quarter of 2010, EMG sales were \$258.0 million, a 3% increase over the same period of 2009. Operating income of \$43.4 million was down 6% from the \$46.2 million recorded in the same period of 2009 and operating margins for the quarter were 16.8%. Orders were very strong, up 22% over the first quarter of 2009.

—MORE—

## AMETEK ANNOUNCES FIRST QUARTER RESULTS

Page 2

### 2010 Outlook

“We are cautiously optimistic about 2010, and expect our markets overall to show good growth during 2010, with this growth becoming more evident as we move through the year. We believe that AMETEK’s strong portfolio of businesses, proven operational capabilities, lower cost structure, and a successful focus on strategic acquisitions will enable us to perform well in 2010,” noted Mr. Hermance.

“We now anticipate 2010 revenue to be up mid single digits on a percentage basis from 2009. Earnings for 2010 are expected to be in the range of \$2.20 to \$2.28 per diluted share, up 15% to 19% over 2009, reflecting the leveraged impact of core growth and our streamlined cost structure. This guidance is in-line with our announcement last week and up from our January guidance of \$2.10 to \$2.20 per diluted share,” added Mr. Hermance.

“Second quarter 2010 sales are now expected to be up mid single digits on a percentage basis from last year’s second quarter. We estimate our earnings to be approximately \$0.53 to \$0.55 per diluted share,” noted Mr. Hermance.

### Conference Call

AMETEK, Inc. will webcast its First Quarter 2010 investor conference call on Tuesday, April 27, 2010 beginning at 8:30 AM ET. The live audio webcast will be available at the Investors section of [www.ametek.com](http://www.ametek.com) and at [www.streetevents.com](http://www.streetevents.com). The call will be archived at [www.ametek.com](http://www.ametek.com).

### Corporate Profile

AMETEK is a leading global manufacturer of electronic instruments and electromechanical devices with annual sales of approximately \$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

—MORE—

**AMETEK ANNOUNCES FIRST QUARTER RESULTS**

Page 3

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 U.S. 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.

###

(Financial Information Follows)

**AMETEK, Inc.**  
**Consolidated Statement of Income**  
(In thousands, except per share amounts)  
(Unaudited)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<u>2010</u>	<u>2009</u>
<b>Net sales</b>	<u>\$556,662</u>	<u>\$552,866</u>
Operating expenses:		
Cost of sales, excluding depreciation	375,724	370,643
Selling, general and administrative	67,543	64,530
Depreciation	<u>10,949</u>	<u>11,491</u>
Total operating expenses	<u>454,216</u>	<u>446,664</u>
<b>Operating income</b>	<b>102,446</b>	106,202
Other expenses:		
Interest expense	<u>(16,754)</u>	<u>(17,555)</u>
Other, net	<u>(515)</u>	<u>(23)</u>
Income before income taxes	<u>85,177</u>	<u>88,624</u>
Provision for income taxes	<u>27,232</u>	<u>29,569</u>
<b>Net income</b>	<b>\$ <u>57,945</u></b>	<b>\$ <u>59,055</u></b>
<b>Diluted earnings per share</b>	<b>\$ <u>0.54</u></b>	<b>\$ <u>0.55</u></b>
Basic earnings per share	<u>\$ 0.54</u>	<u>\$ 0.55</u>
Weighted average common shares outstanding:		
Diluted shares	<u>107,570</u>	<u>107,321</u>
Basic shares	<u>106,619</u>	<u>106,420</u>
Dividends per share	<u>\$ 0.06</u>	<u>\$ 0.06</u>

- 1 -

**AMETEK, Inc.**  
**Information by Business Segment**  
(In thousands)  
(Unaudited)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<u>2010</u>	<u>2009</u>
<b>Net sales:</b>		

Electronic Instruments	\$298,664	\$302,466
Electromechanical	<u>257,998</u>	<u>250,400</u>
Consolidated net sales	<u>\$556,662</u>	<u>\$552,866</u>
<b>Income:</b>		
Segment operating income:		
Electronic Instruments	\$ 69,066	\$ 69,109
Electromechanical	<u>43,364</u>	<u>46,170</u>
Total segment operating income	<u>112,430</u>	<u>115,279</u>
Corporate administrative and other expenses	<u>(9,984)</u>	<u>(9,077)</u>
Consolidated operating income	<u>\$102,446</u>	<u>\$106,202</u>

-2-

**AMETEK, Inc.**  
**Condensed Consolidated Balance Sheet**  
(In thousands)

	<u>March 31,</u> <u>2010</u>	<u>December 31,</u> <u>2009</u>
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash, cash equivalents and marketable securities	\$ 260,928	\$ 251,350
Receivables, net	356,187	331,383
Inventories	305,960	311,542
Other current assets	<u>73,206</u>	<u>75,155</u>
Total current assets	996,281	969,430
Property, plant and equipment, net	298,207	310,053
Goodwill	1,261,030	1,277,291
Other intangibles, investments and other assets	<u>669,499</u>	<u>689,258</u>
Total assets	<u>\$3,225,017</u>	<u>\$3,246,032</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	\$ 80,221	\$ 85,801
Accounts payable and accruals	<u>369,107</u>	<u>338,481</u>
Total current liabilities	449,328	424,282
Long-term debt	946,448	955,880
Deferred income taxes and other long-term liabilities	303,361	298,846
Stockholders' equity	<u>1,525,880</u>	<u>1,567,024</u>
Total liabilities and stockholders' equity	<u>\$3,225,017</u>	<u>\$3,246,032</u>

-3-