

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) August 22, 1995  
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AMETEK, INC.

-----  
(Exact name of registrant as specified in its charter)

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DELAWARE

1-168

13-4923320

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(State or other jurisdiction of  
incorporation or organization)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

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Station Square, Paoli, Pennsylvania

19301

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(Address of principal executive offices)

(Zip Code)

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Registrant's telephone number, including area code 610-647-2121  
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AMETEK, INC.  
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Item 5. Other Events.  
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As more fully described in the AMETEK (the "Company") report on Form 10-Q for the quarter ended June 30, 1995, on May 18, 1995, the Company sold its Microfoam packaging business, which had been included in its Industrial Materials business segment. As a result of this transaction, the consolidated financial statements of the Company for periods prior to the sale, including those reported in the above mentioned Form 10-Q, have been restated to reflect Microfoam as discontinued operations. Attached hereto as Exhibit 99 (a) is the Company's Restated Consolidated Statements of Income and Information by Business Segment for each of the quarterly periods in the fiscal year ended December 31, 1994, and for the quarterly period ended March 31, 1995. The information contained in said Exhibit is incorporated by reference in this Form 8-K.

Item 7. Financial Statements and Exhibits.  
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(c) Exhibits.

Exhibit Number  
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Description  
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- 99 (a) 1 Restated Consolidated Statements of Income of AMETEK, Inc. for each of the quarterly periods in the fiscal year ending December 31, 1994, and for the quarterly period ended March 31, 1995.
- 99 (a) 2 Restated Information By Business Segment of AMETEK, Inc. for each of the quarterly periods in the fiscal year ending December 31, 1994, and for the quarterly period ended March 31, 1995.

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AMETEK, INC.  
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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.  
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(Registrant)

By /s/ John J. Molinelli  
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John J. Molinelli  
Senior Vice President -  
Chief Financial Officer

August 22, 1995

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AMETEK, INC.  
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EXHIBIT INDEX

Exhibit Number  
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Description  
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- 99 (a) 1 Restated Consolidated Statements of Income of AMETEK, Inc. for each of the quarterly periods in the fiscal year ending December 31, 1994, and for the quarterly period ended March 31, 1995.
- 99 (a) 2 Restated Information By Business Segment of AMETEK, Inc. for each of the quarterly periods in the fiscal year ending December 31, 1994, and for the quarterly period ended March 31, 1995.



AMETEK, INC.  
 RESTATED CONSOLIDATED STATEMENTS OF INCOME (a)  
 (QUARTERLY DATA UNAUDITED)  
 (DOLLARS AND SHARES IN THOUSANDS,  
 EXCEPT PER-SHARE AMOUNTS)

Exhibit 99 (a) 1  
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	Quarter Ending				Year 1994	Quarter Ending 3/31/95
	3/31/94	6/30/94	9/30/94	12/31/94		
Net sales	\$191,403	\$202,710	\$190,427	\$190,198	\$774,738	\$211,527
Expenses:						
Cost of sales (excluding depreciation)	150,092	156,501	146,876	146,821	600,290	162,847
Selling, general and administrative	18,213	18,821	17,450	16,496	70,980	20,193
Depreciation	6,362	6,541	6,681	8,592	28,176	6,981
Total expenses	174,667	181,863	171,007	171,909	699,446	190,021
Operating income	16,736	20,847	19,420	18,289	75,292	21,506
Other income (expenses):						
Interest expense	(5,032)	(5,165)	(6,064)	(5,357)	(21,618)	(5,032)
Other, net	1,775	(124)	1,684	754	4,089	540
Income from continuing operations before income taxes	13,479	15,558	15,040	13,686	57,763	17,014
Provision for income taxes	5,089	6,197	5,282	4,576	21,144	6,865
Income from continuing operations	8,390	9,361	9,758	9,110	36,619	10,149
Income from discontinued operations, net of taxes	417	308	468	1,179	2,372	513
Income before extraordinary item and cumulative effect of accounting change	8,807	9,669	10,226	10,289	38,991	10,662
Extraordinary loss on early extinguishment of debt, net of taxes	(11,810)					
Cumulative effect of accounting change for marketable securities, net of taxes	3,819	0	0	0	3,819	0
Net income	\$816	\$9,669	\$10,226	\$10,289	\$31,000	\$10,662
Earnings (loss) per share: (b)						
Income from continuing operations	\$0.20	\$0.26	\$0.28	\$0.26	\$0.99	\$0.30
Income from discontinued operations	0.01	0.01	0.01	0.04	0.06	0.01
Income before extraordinary item and cumulative effect of accounting change	0.21	0.27	0.29	0.30	1.05	0.31
Extraordinary loss on early extinguishment of debt	(0.28)	0.00	0.00	0.00	(0.32)	0.00
Cumulative effect of accounting change	0.09	0.00	0.00	0.00	0.11	0.00
Net income	\$0.02	\$0.27	\$0.29	\$0.30	\$0.84	\$0.31
Cash dividends paid per share	\$0.06	\$0.06	\$0.06	\$0.06	\$0.24	\$0.06
Average common shares outstanding	42,644	36,359	34,839	34,660	37,126	34,244

- (a) Restated for discontinued operations in May, 1995.
- (b) The sum of quarterly earnings per share will not equal year-to-date earnings per share due to the effect of common stock repurchases during the year.

AMETEK, INC.  
 RESTATED INFORMATION BY BUSINESS SEGMENT (a)  
 (QUARTERLY DATA UNAUDITED)  
 (Dollars in thousands)

EXHIBIT 99 (a) 2  
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	QUARTER ENDING				YEAR 1994	QUARTER ENDING 3/31/95
	3/31/94	6/30/94	9/30/94	12/31/94		
<b>NET SALES</b>						
Electro-mechanical	\$82,750	\$89,863	\$79,570	\$88,175	\$340,358	\$97,490
Precision Instruments	70,363	72,531	71,917	65,827	280,638	71,461
Industrial Materials	38,290	40,316	38,940	36,196	153,742	42,576
<b>Total Consolidated</b>	<b>\$191,403</b>	<b>\$202,710</b>	<b>\$190,427</b>	<b>\$190,198</b>	<b>\$774,738</b>	<b>\$211,527</b>
<b>OPERATING INCOME</b>						
Electro-mechanical	\$10,174	\$12,311	\$11,062	\$12,656	\$46,203	\$12,745
Precision Instruments	6,363	7,692	9,318	5,816	29,189	7,716
Industrial Materials	5,671	6,864	5,699	5,017	23,251	7,764
<b>Total segments</b>	<b>22,208</b>	<b>26,867</b>	<b>26,079</b>	<b>23,489</b>	<b>98,643</b>	<b>28,225</b>
Corporate and other	(5,472)	(6,020)	(6,659)	(5,200)	(23,351)	(6,719)
<b>Total Consolidated</b>	<b>\$16,736</b>	<b>\$20,847</b>	<b>\$19,420</b>	<b>\$18,289</b>	<b>\$75,292</b>	<b>\$21,506</b>

(a) Restated for discontinued operations in May, 1995.