

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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|--|---|--|
| 1. Name and Address of Reporting Person * <u>EGINTON WILLIAM 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) | 2. Issuer Name and Ticker or Trading Symbol <u>AMETEK INC/ [AME]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SENIOR VP-CORP. DEVELOPMENT</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2007</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <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 | 02/20/2007 | | F ⁽¹⁾ | | 1,648 | D | \$35.36 | 37,905 | D | |
| Common Stock | 02/21/2007 | | M | | 10,000 | A | \$12.0417 | 47,905 | D | |
| Common Stock | 02/21/2007 | | S | | 4,300 | D | \$35.2 | 43,605 | D | |
| Common Stock | 02/21/2007 | | S | | 100 | D | \$35.25 | 43,505 | D | |
| Common Stock | 02/21/2007 | | S | | 5,000 | D | \$35.36 | 38,505 | D | |
| Common Stock | 02/21/2007 | | S | | 600 | D | \$35.38 | 37,905 | D | |
| Common Stock/Deferred Compensation | | | | | | | | 3,464 | D | |
| Common Stock/SERP | | | | | | | | 4,027 | D | |
| 401K PLAN | | | | | | | | 2,119 | I | 401(k) 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 | \$17.45 | | | | | | | 05/18/2005 | 05/17/2011 | Common Stock | 15,750 | 15,750 | D | | |
| Stock Option | \$20.27 | | | | | | | 09/22/2005 | 09/21/2011 | Common Stock | 19,980 | 19,980 | D | | |
| Stock Option | \$25.2867 | | | | | | | 04/27/2006 | 04/26/2012 | Common Stock | 9,600 | 9,600 | D | | |
| Stock Option | \$33.2667 | | | | | | | 04/26/2007 | 04/25/2013 | Common Stock | 9,061 | 9,061 | D | | |
| Stock Option | \$12.0417 | 02/21/2007 | | M | | 10,000 | | 05/20/2004 | 05/19/2010 | Common Stock | 10,000 | \$12.0417 | 26,000 | D | |

Explanation of Responses:

1. Represents withholding of shares to pay withholding taxes incurred in connection with performance vesting of restricted stock issued on May 18, 2004.

WILLIAM D EGINTON 02/22/2007

** 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.