

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <b>MOLINELLI JOHN J</b>  (Last) (First) (Middle) <b>37 NORTH VALLEY ROAD</b> <b>BUILDING 4</b>  (Street) <b>PAOLI PA 19301-0801</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AMETEK INC/ [ AME ]</b>	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) <b>EXECUTIVE VP &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/07/2008</b>	
		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	05/07/2008		M		66,916	A	\$12.5467	327,383	D	
Common Stock	05/07/2008		S		1,396	D	\$49.25	325,987	D	
Common Stock	05/07/2008		S		13,700	D	\$49.3	312,287	D	
Common Stock	05/07/2008		S		5,320	D	\$49.33	306,967	D	
Common Stock	05/07/2008		S		100	D	\$49.34	306,867	D	
Common Stock	05/07/2008		S		300	D	\$49.45	306,567	D	
Common Stock	05/07/2008		S		19,354	D	\$49.5	287,213	D	
Common Stock	05/07/2008		S		4,800	D	\$49.5013	282,413	D	
Common Stock	05/07/2008		S		7,250	D	\$49.51	275,163	D	
Common Stock	05/07/2008		S		150	D	\$49.5101	275,013	D	
Common Stock	05/07/2008		S		7,200	D	\$49.5113	267,813	D	
Common Stock	05/07/2008		S		1,400	D	\$49.5128	266,413	D	
Common Stock	05/07/2008		S		4,389	D	\$49.53	262,024	D	
Common Stock	05/07/2008		S		1,157	D	\$49.54	260,867	D	
Common Stock	05/07/2008		S		400	D	\$49.55	260,467	D	
Common Stock	05/08/2008		M		15,584	A	\$12.5467	276,051	D	
Common Stock	05/08/2008		S		15,469	D	\$49.25	260,582	D	
Common Stock	05/08/2008		S		115	D	\$49.29	260,467	D	
Common Stock/SERP								46,373	D	
401K PLAN								504	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					
Stock Option	\$12.0417							05/20/2004	05/19/2010	Common Stock		90,000	D	

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(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)				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	\$17.45							05/18/2005	05/17/2011	Common Stock	39,375		39,375	D	
Stock Option	\$20.27							09/22/2005	09/21/2011	Common Stock	37,020		37,020	D	
Stock Option	\$25.2867							04/27/2006	04/26/2012	Common Stock	27,870		27,870	D	
Stock Option	\$33.2667							04/26/2007	04/25/2013	Common Stock	27,990		27,990	D	
Stock Option	\$36.44							04/24/2008	04/23/2014	Common Stock	30,750		30,750	D	
Stock Option	\$48.6							04/23/2009	04/22/2015	Common Stock	34,870		34,870	D	
Stock Option	\$12.5467	05/07/2008		M			66,916	05/22/2003	05/21/2009	Common Stock	66,916	\$12.5467	15,584	D	
Stock Option	\$12.5467	05/08/2008		M			15,584	05/22/2003	05/21/2009	Common Stock	15,584	\$12.5467	0	D	

**Explanation of Responses:**

JOHNJMOLINELLI

05/08/2008

\*\* 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.

**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.**