

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
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1. Name and Address of Reporting Person* <u>FRIEDLAENDER HELMUT N</u> (Last) (First) (Middle) 60 E. 42ND STREET (Street) NEW YORK NY 10165 (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Director Emeritus</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	05/19/2006		M		3,500	A	\$31.641	67,060	D	
Common Stock	05/19/2006		M		2,600	A	\$37.93	69,660	D	
Common Stock	05/19/2006		S		4,600	D	\$47.2	65,060	D	
Common Stock	05/19/2006		S		900	D	\$47.28	64,160	D	
Common Stock	05/19/2006		S		200	D	\$47.3	63,960	D	
Common Stock	05/19/2006		S		400	D	\$47.22	63,560	D	
Common Stock	05/19/2006		S		1,700	D	\$47.987	61,860	D	
Common Stock	05/19/2006		S		300	D	\$48.12	61,560	D	
Common Stock	05/19/2006		S		2,000	D	\$48.07	59,560	D	
Common Stock	05/19/2006		S		2,900	D	\$48.04	56,660	D	
Common Stock	05/19/2006		S		2,000	D	\$48.01	54,660	D	
Common Stock	05/19/2006		S		1,100	D	\$48	53,560	D	
Common Stock								20,000	I	By trust ⁽¹⁾

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 Options (Right to Buy)	\$31.641	05/19/2006		M		3,500		07/22/2005	07/21/2011	Common Stock	3,500	\$0	0	D	
Stock Options (Right to Buy)	\$37.93	05/19/2006		M		2,600		04/27/2006	04/26/2012	Common Stock	2,600	\$0	0	D	

Explanation of Responses:

1. Held by trust of which the reporting person is a co-trustee and income beneficiary.

Remarks:

Helmut N. Friedlaender

05/22/2006

** Signature of Reporting Person

Date

* 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.