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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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AMETEK, INC.  
(Exact name of registrant as specified in its charter)

Delaware 13-4923320  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

Station Square 19301  
Paoli, Pennsylvania (Zip Code)  
(Address of Principal Executive Offices)

1991 STOCK INCENTIVE PLAN OF AMETEK, INC.  
1987 EMPLOYEES' STOCK INCENTIVE PLAN OF AMETEK, INC.  
1983 EMPLOYEES' INCENTIVE STOCK OPTION PLAN  
1981 EMPLOYEES' NON-QUALIFIED STOCK OPTION AND  
STOCK APPRECIATION RIGHTS PLAN  
(Full title of the plans)

Robert W. Yannarell  
AMETEK, INC.  
Station Square  
Paoli, Pennsylvania 19301  
(Name and address of agent for service)

610-647-2121  
(Telephone number, including area code,  
of agent for service)

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Copy to:  
Lewis G. Cole, Esq.  
Stroock & Stroock & Lavan  
7 Hanover Square  
New York, New York 10004-2696

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WITHDRAWAL OF SHARES FROM REGISTRATION

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The Registrant, by this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 (Registration No. 33-40223) (the "Registration Statement"), as of the close of business on September 29, 1995 withdraws from registration under the Securities Act of 1933, as amended, 1,413,810 shares (the "Withdrawn Shares") of the Registrant's Common Stock, \$.01 par value (the "Common Stock"), which were included in the Registration Statement.

REASON FOR WITHDRAWAL

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The Registration Statement registered a maximum of 5,902,723 shares (the "Total Shares") of Common Stock issuable by the Registrant pursuant to its

1991 Stock Incentive Plan of AMETEK, Inc., 1987 Employees' Stock Incentive Plan of AMETEK, Inc., 1983 Employees' Incentive Stock Option Plan, and 1981 Employees' Non-Qualified Stock Option and Stock Appreciation Rights Plan of AMETEK, Inc. (collectively, the "Plans"). Out of the Total Shares, the Withdrawn Shares remain from those reserved for the grant of stock appreciation rights, pursuant to the Plans.

The Registrant will not grant any stock appreciation rights associated with the Withdrawn Shares. Accordingly, the Registrant hereby withdraws from registration the Withdrawn Shares.

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SIGNATURE

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Pursuant to Rule 478(a)(4) of the General Rules and Regulations under the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 (Registration No. 33-40223) has been signed by the Agent for Service designated therein, on October 2, 1995.

AMETEK, INC.

By: /s/ Robert W. Yannarell

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Robert W. Yannarell  
Agent for Service

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