
UNITED STATES
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):

July 28, 2008

AMETEK, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-12981

14-1682544

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

37 North Valley Road, Paoli, Pennsylvania

19301

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

610-647-2121

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On July 28, 2008, AMETEK, Inc. issued a press release to announce it has agreed to acquire the programmable power business of Xantrex Technology, Inc., subject to customary closing conditions. A copy of such press release is attached as Exhibit 99.1. The information contained in said press release is hereby incorporated by reference in this Form 8-K.

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.

July 28, 2008

By: */s/ Robert R. Mandos, Jr.*

Name: Robert R. Mandos, Jr.

Title: Senior Vice President and Comptroller

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Copy of press release issued by AMETEK, Inc. on July 28, 2008.

CORPORATE OFFICE
37 North Valley Road, Building 4, P.O. Box 1764, PAOLI, PA 19301-0801

Contact: William J. Burke (610) 889-5249

AMETEK TO ACQUIRE XANTREX PROGRAMMABLE POWER
—Unit of Xantrex Technology Broadens Scope of
AMETEK's Power Business—

Paoli, PA, July 28, 2008 — AMETEK, Inc. (NYSE: AME) today announced it has agreed to acquire the programmable power business of Xantrex Technology, Inc. (TSX: XTX) for \$120 million in cash. Based in San Diego, Xantrex's Programmable Power Division is a leader in alternating current (AC) and direct current (DC) programmable power supplies used to test electrical and electronic products. It has annual sales of approximately \$80 million.

The transaction, subject to regulatory approvals and customary closing conditions, is expected to close in the third quarter. AMETEK's acquisition of Xantrex Programmable Power is not contingent on the sale of Xantrex Technology Inc. to Schneider Electric announced today.

"Xantrex Programmable Power will be an excellent acquisition for AMETEK. It enjoys a strong reputation within the power industry and its products complement those offered by AMETEK Power Instruments, notes Frank S. Hermance, AMETEK Chairman and Chief Executive Officer.

"Xantrex Programmable Power significantly expands our position in the niche market for programmable power sources and provides us with further opportunities for growth in the highly attractive electronic test and measurement equipment market," adds Mr. Hermance.

Xantrex Programmable Power is a leader in programmable AC and DC power sources used to test electrical and electronics products by simulating various input voltages, frequencies and potentially harmful line transients. Its products are used in design verification testing, manufacturing, quality assurance and regulatory compliance by its customers in a wide range of industries; including aviation, military, and general electronics.

Xantrex Programmable Power will join AMETEK as part of its Electronic Instruments Group (EIG) —a recognized leader in advanced monitoring, testing, calibrating, and display instruments. AMETEK EIG sells its instruments to the process and analytical, aerospace, power, and industrial markets worldwide and had 2007 sales of \$1.2 billion.

—MORE—

AMETEK TO ACQUIRE XANTREX PROGRAMMABLE POWER

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Corporate Profile

AMETEK is a leading global manufacturer of electronic instruments and electromechanical devices with annualized sales of \$2.5 billion. AMETEK's Corporate Growth Plan is based on Four Key Strategies: Operational Excellence, Strategic Acquisitions & Alliances, Global & Market Expansion and New Products. AMETEK's objective is double-digit percentage growth in earnings per share over the business cycle and a superior return on total capital. The common stock of AMETEK is a component of the S&P MidCap 400 Index and the Russell 1000 Index.

Forward-looking Information

Statements in this news release relating to future events such as AMETEK's expected business and financial performance are "forward-looking statements". Forward-looking statements are subject to various factors and uncertainties that may cause actual results to differ significantly from expectations. These factors and uncertainties include our ability to consummate and successfully integrate future acquisitions; risks associated with international sales and operations; our ability to successfully develop new products, open new facilities or transfer product lines; the price and availability of raw materials; compliance with government regulations, including environmental regulations; changes in the competitive environment or the effects of competition in our markets; the ability to maintain adequate liquidity and financing sources; and general economic conditions affecting the industries we serve. A detailed discussion of these and other factors that may affect our future results is contained in AMETEK's filings with the Securities and Exchange Commission, including its most recent reports on Form 10-K, 10-Q and 8-K. AMETEK disclaims any intention or obligation to update or revise any forward-looking statements.

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