

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 *<br><u>MOLINELLI JOHN J</u><br><br>(Last) (First) (Middle)<br><u>37 NORTH VALLEY ROAD</u><br><u>BUILDING 4</u><br><br>(Street)<br><u>PAOLI</u> <u>PA</u> <u>19301-0801</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMETEK INC/ [ AME ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/22/2007</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>EXECUTIVE VP &amp; CFO</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |
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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                    | 10/22/2007                           |  | M                              |   | 67,500  | A          | \$8.7617 | 318,377   | D  |   |
| Common Stock                    | 10/22/2007                           |  | S                              |   | 20,000  | D          | \$45.25  | 298,377   | D  |   |
| Common Stock                    | 10/22/2007                           |  | S                              |   | 14,900  | D          | \$45.3   | 283,477   | D  |   |
| Common Stock                    | 10/22/2007                           |  | S                              |   | 100   | D          | \$45.31  | 283,377   | D  |   |
| Common Stock                    | 10/22/2007                           |  | S                              |   | 5,000   | D          | \$45.35  | 278,377   | D  |   |
| Common Stock                    | 10/22/2007                           |  | S                              |   | 5,000   | D          | \$45.4   | 273,377   | D  |   |
| Common Stock                    | 10/22/2007                           |  | S                              |   | 10,000  | D          | \$45.45  | 263,377   | D  |   |
| Common Stock                    | 10/22/2007                           |  | S                              |   | 12,500  | D          | \$45.5   | 250,877   | D  |   |
| Common Stock/SERP               |                                      |  |                                |   |   |            |          | 44,735  | D  |   |
| 401K PLAN                       | 10/22/2007                           |  | J <sup>(1)</sup>               |   | 1   | A          | \$0      | 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 | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Option                               | \$12.0417  |                                      |  |                                |   |  |        | 05/20/2004   | 05/19/2010      | Common Stock  | 90,000                     |  | 90,000   | D   |  |
| Stock Option                               | \$12.5467  |                                      |  |                                |   |  |        | 05/22/2003   | 05/21/2009      | Common Stock  | 82,500                     |  | 82,500   | D   |  |
| 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                               | \$8.7617   | 10/22/2007                           |  | M                              |   |  | 67,500 | 05/22/2002   | 05/21/2008      | Common Stock  | 67,500                     | \$8.7617                                   | 0  | D   |  |

Explanation of Responses:

1. Represents dividend reinvestment under the Company's 401(k) Plan.

JOHN J MOLINELLI

10/23/2007

\*\* 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.

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