

**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>MANDOS ROBERT R</u>  (Last) (First) (Middle) <u>37 NORTH VALLEY ROAD</u> <u>BUILDING 4</u>  (Street) <u>PAOLI PA 19301-0801</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SENIOR VP - COMPTROLLER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/25/2006</u>	
	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	04/25/2006		M		5,000	A	\$13.1425	31,838	D	
Common Stock	04/25/2006		S		1,300	D	\$50	30,538	D	
Common Stock	04/25/2006		S		3,700	D	\$50.11	26,838	D	
Common Stock	04/26/2006		A <sup>(1)</sup>		1,532	A	\$49.6	28,370	D	
Common Stock/SERP								2,239.63	D	
401K PLAN								150	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	\$18.0625							05/20/2004	05/19/2010	Common Stock	20,000		20,000	D	
Stock Option	\$18.82							05/22/2003	05/21/2009	Common Stock	20,000		20,000	D	
Stock Option	\$26.175							05/18/2005	05/17/2011	Common Stock	9,000		9,000	D	
Stock Option	\$30.405							09/22/2005	09/21/2011	Common Stock	10,970		10,970	D	
Stock Option	\$37.93							04/27/2006	04/26/2012	Common Stock	5,180		5,180	D	
Stock Option	\$13.1425	04/25/2006		M		5,000		05/22/2002	05/21/2008	Common Stock	5,000	\$13.1425	0	D	
Stock Option	\$49.9	04/26/2006		A		5,172		04/26/2007	04/25/2013	Common Stock	5,172	\$49.9	5,172	D	

**Explanation of Responses:**

1. Constitutes restricted stock issued under the 1999 Stock Incentive Plan of AMETEK, Inc.

ROBERT R MANDOS 04/27/2006  
 \*\* 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.