SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* **CHLEBEK ROBERT W** (Last) (First) (Middle) **37 NORTH VALLEY ROAD** **BUILDING 4** (Street) **PAOLI PA 19301-0801** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **AMETEK INC/** [AME] 3. Date of Earliest Transaction (Month/Day/Year) 05/16/2008 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ___ 10% Owner ___ X Officer (give title below) ___ Other (specify below) ___ **PRES. - ELECTRONIC INSTRUMENTS** 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	05/16/2008		M		6,034	A	$25.2867	33,024	D	
Common Stock	05/16/2008		M		5,621	A	$33.2667	38,645	D	
Common Stock	05/16/2008		S		6,655	D	$52.3	31,990	D	
Common Stock	05/16/2008		S		82	D	$52.3001	31,908	D	
Common Stock	05/16/2008		S		4,918	D	$52.31	26,990	D	
Common Stock/SERP								25,126	D	

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	$17.45							05/18/2005	05/17/2011	Common Stock	7,500		7,500	D	
Stock Option	$20.27							09/22/2005	09/21/2011	Common Stock	7,050		7,050	D	
Stock Option	$36.44							04/24/2008	04/23/2014	Common Stock	20,000		20,000	D	
Stock Option	$48.6							04/23/2009	04/22/2015	Common Stock	19,930		19,930	D	
Stock Option	$25.2867	05/16/2008		M			6,034	04/27/2006	04/26/2012	Common Stock	6,034	$25.2867	6,034	D	
Stock Option	$33.2667	05/16/2008		M			5,621	04/26/2007	04/25/2013	Common Stock	5,621	$33.2667	11,243	D	

Explanation of Responses:

ROBERTWCHLEBEK   05/16/2008

** 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.