

FORM 10-Q  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
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(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
----- SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 1995  
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OR

----- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from to  
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Commission file number 1-168

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

DELAWARE

13-4923320  
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(State or other jurisdiction of  
incorporation or organization)

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

Station Square, Paoli, Pennsylvania 19301  
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(Address of principal executive offices)  
(Zip Code)

Registrant's telephone number, including area code 610-647-2121  
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Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days.

Yes  No  
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The number of shares of the issuer's common stock outstanding as of the  
latest practicable date was:

Common Stock, \$.01 Par Value, outstanding at July 31, 1995 was 32,942,736  
shares.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

AMETEK, INC.  
CONSOLIDATED STATEMENT OF INCOME  
(Unaudited)

(Dollars in thousands except per-share amounts)

	Three months ended June 30,		Six months ended June 30,	
	1995	1994 (a)	1995	1994 (a)
Net sales	\$219,111	\$202,710	\$430,638	\$394,113
Expenses:				
Cost of sales (excluding depreciation)	168,549	156,501	331,396	306,593
Selling, general and administrative	19,642	18,821	39,835	37,034
Depreciation	6,450	6,541	13,431	12,903
Total expenses	194,641	181,863	384,662	356,530
Operating income	24,470	20,847	45,976	37,583
Other income (expenses):				
Interest expense	(5,422)	(5,165)	(10,454)	(10,197)
Other, net	148	(124)	688	1,651
Income from continuing operations before income taxes	19,196	15,558	36,210	29,037
Provision for income taxes	7,267	6,197	14,132	11,286
Income from continuing operations	11,929	9,361	22,078	17,751
Discontinued operations, net of taxes:				
Income from discontinued operations	266	308	779	725
Gain on sale of discontinued operations	10,420	-	10,420	-
Income before extraordinary item and cumulative effect of accounting change	22,615	9,669	33,277	18,476
Extraordinary loss on early extinguishment of debt, net of taxes	-	-	-	(11,810)
Cumulative effect of accounting change for marketable securities, net of taxes	-	-	-	3,819
Net income	\$22,615	\$9,669	\$33,277	\$10,485
Earnings (loss) per share :				
Income from continuing operations	\$0.36	\$0.26	\$0.65	\$0.45
Discontinued operations:				
Income from discontinued operations	0.01	0.01	0.02	0.02
Gain on sale of discontinued operations	0.31	-	0.31	-
Income before extraordinary item and cumulative effect of accounting change	0.68	0.27	0.98	0.47
Extraordinary loss on early extinguishment of debt	-	-	-	(0.30)
Cumulative effect of accounting change	-	-	-	0.10
Net income	\$0.68	\$0.27	\$0.98	\$0.27
Cash dividends paid per share	\$0.06	\$0.06	\$0.12	\$0.12
Average common shares outstanding	33,354,009	36,358,827	33,799,154	39,501,478

(a) Restated for discontinued operations.

See accompanying notes.

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AMETEK, INC.  
CONDENSED CONSOLIDATED BALANCE SHEET  
(Dollars in thousands)

June 30, December 31,  
1995 1994 (a)  
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(Unaudited)

ASSETS

Current assets:

Cash and cash equivalents

\$16,905

\$7,245

Marketable securities	8,462	10,480
Receivables, less allowance for possible losses	133,076	110,927
Inventories	109,438	98,689
Deferred income taxes	12,114	12,637
Net assets of discontinued operations	-	10,583
Other current assets	5,950	6,417
	-----	-----
Total current assets	285,945	256,978
	-----	-----
Property, plant and equipment	387,352	373,051
Less accumulated depreciation	(218,691)	(208,766)
	-----	-----
	168,661	164,285
	-----	-----
Intangibles, investments and other assets	99,454	72,924
	-----	-----
Total assets	\$554,060	\$494,187
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	\$32,261	\$11,821
Accounts payable	80,523	72,815
Accruals	123,073	93,457
	-----	-----
Total current liabilities	235,857	178,093
Long-term debt	185,506	190,336
Deferred income taxes	24,614	26,088
Other long-term liabilities	28,676	26,490
Stockholders' equity	79,407	73,180
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Total liabilities and stockholders' equity	\$554,060	\$494,187
	=====	=====

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(a) Restated for discontinued operations.

See accompanying notes.

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AMETEK, INC.  
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
(Unaudited)  
(Dollars in thousands)

Six months ended June 30,

	1995	1994 (a)
	-----	-----
Cash provided by (used for):		
Operating activities:		
Net income	\$33,277	\$10,485
Deduct discontinued operations:		
Net income from discontinued operations	(779)	(725)
Net gain on sale of discontinued operations	(10,420)	-
Extraordinary loss on early extinguishment of debt	-	11,810
Cumulative effect of accounting change	-	(3,819)
	-----	-----
Income from continuing operations	22,078	17,751

Adjustments to reconcile income from continuing operations to net cash provided by continuing operations:		
Depreciation and amortization	17,527	16,555
Deferred income taxes	(2,080)	1,935
Net change in operating working capital	(2,483)	40,270
Net Cash provided by (used for) discontinued operations	(2,572)	6,750
Other	819	(949)
	-----	-----
Total operating activities	33,289	82,312
	-----	-----
Investing activities:		
Additions to property, plant and equipment	(13,240)	(10,095)
Proceeds from sale of discontinued operations and other assets	37,984	2,998
Purchase of and investments in businesses	(38,280)	-
Decrease in marketable securities	3,083	6,940
Other	-	(953)
	-----	-----
Total investing activities	(10,453)	(1,110)
	-----	-----
Financing activities:		
Net change in short-term borrowings	20,400	1,832
Proceeds from issuance of long-term debt	-	306,000
Repayments of long-term debt	(5,179)	(220,126)
Debt prepayment premiums and debt issuance costs	-	(29,368)
Repurchases of common stock	(25,734)	(110,217)
Cash dividends paid	(4,030)	(4,751)
Other	1,367	1,971
	-----	-----
Total financing activities	(13,176)	(54,659)
	-----	-----
Increase in cash and cash equivalents	9,660	26,543
Cash and cash equivalents:		
As of January 1	7,245	40,459
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As of June 30	\$16,905	\$67,002
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(a) Restated for discontinued operations.

See accompanying notes.

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AMETEK, INC.  
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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June 30, 1995  
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(Unaudited)

Note 1 - Financial Statement Presentation  
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The accompanying consolidated financial statements are unaudited, but the Company believes that all adjustments (which consist of normal recurring accruals) necessary for fair presentation of the consolidated financial position of the Company at June 30, 1995 and the consolidated results of its operations and cash flows for the three and six-month periods ended June 30, 1995 and 1994 have been included. Quarterly results of operations are not necessarily indicative of results for the full year. Quarterly financial statements should be read in conjunction with the financial statements and related notes in the Company's 1994 Annual Report.

Note 2 - Earnings Per Share  
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Earnings per share is based on the average number of common shares outstanding each period. No material dilution of earnings per share would result for the second quarter or first six months of 1995 or 1994 if it were assumed that all outstanding stock options were exercised. The sum of quarterly earnings per share does not equal year-to-date earnings per share due to the effects of common stock repurchases.

Note 3 - Acquisitions  
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On March 31, 1995, the Company purchased the heavy vehicle instrumentation business of privately held Dixson, Inc. for cash. This acquisition was accounted for by the purchase method, and accordingly, the results of Dixson's operations are included in the Company's consolidated results from the date of acquisition. This acquisition would not have had a material effect on sales or earnings for the second quarter or the first six months of 1995 or 1994, had it been made at the beginning of the respective periods.

On March 1, 1995, the Company acquired a 50% ownership interest in a joint venture established with a Taiwanese supplier to manufacture low-cost pressure gauges in China and Taiwan for worldwide markets. This investment is accounted for by the equity method, and the Company's 50% share of the operating results since March 1, 1995, insignificant in amount, is reported through its domestic gauge manufacturing Division.

The aggregate cost of the acquisition and the investment in the joint venture totaled \$40.8 million, consisting of \$38.3 million cash paid, and \$2.5 million of deferred payment obligations payable over periods up to three years. The joint venture investment is reported with Intangibles and Other Assets in the June 30, 1995 balance sheet.

Note 4 - Discontinued Operations  
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On May 18, 1995, the Company sold its foam packaging business (the Microfoam Division) to Astro Valcour, Inc. for \$37.6 million in cash. The sale of the assets of Microfoam resulted in a second quarter gain of \$10.4 million, net of taxes of \$6.4 million, after providing for certain costs related to the sale. As a result of this transaction, the consolidated financial statements have been restated to reflect Microfoam as discontinued operations.

AMETEK, INC.  
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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June 30, 1995  
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(Unaudited)

Note 4 - Discontinued Operations (continued)  
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Summary operating results of discontinued operations, excluding the above mentioned gain on sale, are as follows:

In thousands			
Three months ended June 30,		Six months ended June 30,	
1995	1994	1995	1994
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Revenues	\$4,086	\$ 7,016	\$12,153	\$14,886
	-----	-----	-----	-----
Income before income taxes	441	572	1,291	1,310
Provision for income taxes	175	264	512	585
	-----	-----	-----	-----
Net income from discontinued operations	\$ 266	\$ 308	\$ 779	\$ 725
	=====	=====	=====	=====

Note 5 - Inventories

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The estimated components of inventory stated at lower of LIFO cost or market are:

	In thousands	
	-----	-----
	June 30, 1995	December 31, 1994
	----	----
	(Unaudited)	
Finished goods and parts	\$ 39,447	\$ 33,448
Work in process	25,050	24,695
Raw materials and purchased parts	44,941	40,546
	-----	-----
	\$109,438	\$ 98,689
	=====	=====

Note 6 - New Accounting Standard

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In March 1995, the Financial Accounting Standards Board issued Statement No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." This statement establishes accounting standards for the impairment of long-lived assets, certain identifiable intangibles and goodwill related to these assets to be held, and used, and for long-lived assets and certain identifiable intangibles to be disposed of. The statement requires that such assets be reviewed for impairment when changes in circumstances indicate that the carrying value of the asset may not be fully recoverable. The statement also requires such assets, when held for disposal, be reported at the lower of carrying value or fair value, less cost to sell. The Company is required to adopt this statement no later than 1996. Based on past practices and the new accounting requirements, adoption of this statement is not expected to have a material effect on the Company's operations or financial position.

AMETEK, INC.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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June 30, 1995

-----  
(Unaudited)

Note 7 - Subsequent Event

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On August 2, 1995, the Company executed a new Bank Credit Agreement with a group of banks led by The Chase Manhattan Bank, N.A. The new five-year reducing revolving credit facility will provide up to \$195 million in revolving credit loans, with reductions in the total credit facility to \$150 million by August 1,

1999. This new credit facility, which replaces the Company's previous bank credit facility, is now unsecured and provides for lower interest rates and reduced commitment fees if certain performance measurements are met. The Company immediately drew down \$57.5 million to repay fully its prior bank term loan and outstanding revolving credit loans. As a result of the new Agreement, and the repayment of the prior bank loans, the Company will record a non cash after-tax extraordinary charge of approximately \$2.7 million, or \$.08 per share, in the third quarter of 1995 for the write-off of deferred financing fees associated with the previous bank debt.

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AMETEK, INC.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results  
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of Operations  
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Financial Condition  
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Liquidity and Capital Resources  
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Working capital at June 30, 1995 amounted to \$50.1 million, a decrease of \$28.8 million from December 31, 1994, largely due to additional short-term borrowing, which was incurred in connection with investments in new businesses in the first quarter of 1995. A part of the borrowing was repaid in May 1995 with proceeds from the sale of the Microfoam Division, which is reported as discontinued operations in the consolidated financial statements. In addition to cash expenditures for the repurchase of Company common stock since the beginning of the year, the working capital decline also stems from a higher level of accounts payable and accruals (including income taxes payable), partially offset by increases in receivables and inventories. The higher level of business activity in 1995 accounted for the increase in receivables and inventories. The ratio of current assets to current liabilities at June 30, 1995 was 1.21 to 1, compared to 1.44 to 1 at December 31, 1994.

Cash provided by the Company's operating activities for the first six months of 1995 totaled \$33.3 million, compared to \$82.3 million in the same period of 1994, a decrease of \$49.0 million. The 1995 amount includes \$2.6 million of net cash used by discontinued operations, while the 1994 amount included net cash provided by discontinued operations totaling \$6.8 million. Increased operating working capital requirements, along with cash outlays to fund restructuring accruals, accounted for \$11.2 million of the overall decrease. Operating cash generated in the first quarter of 1994 included net cash inflows totaling \$31.6 million from the sale of trading securities. Since March 31, 1994, the Company discontinued its portfolio of trading securities. The Company's marketable securities have since been classified as available-for-sale and the related cash flows are reported as investing activities.

Cash used for investing activities in the first six months of 1995 totaled \$10.5 million, compared to cash used of \$1.1 million in the same period last year. Cash expenditures in the first six months of 1995 were primarily for the acquisition of a business, and an investment in a joint venture, requiring a total cash outlay of \$38.3 million. Largely offsetting these cash outlays was \$38.0 million in proceeds received primarily from the sale of the Microfoam Division, and from the sale of other assets. Capital expenditures in the first six months of 1995 totaled \$13.2 million, compared to \$10.1 million in the same period of the prior year. Also included in 1994 investing activities were \$9.0 million in net proceeds from the sale of assets.

Financing activities in the first six months of 1995 used cash totaling \$13.2 million, compared to cash used of \$54.7 million in the same period of 1994. In the first six months of 1995 the Company received net proceeds from short-term borrowings totaling \$20.4 million, and made scheduled repayments of \$5.0 million on term loans under the Company's previous bank credit facility. This facility was replaced by a new five-year unsecured bank credit facility on August 2, 1995, which will provide potentially lower interest rate loans under a reducing revolving credit facility for up to \$195 million, which will decrease to \$150 million by August, 1999.

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AMETEK, INC.  
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Financial Condition (cont'd)  
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Cash expended for financing activities in the first six months of 1995 included \$25.7 million for the repurchase of 1,509,200 shares of the Company's common stock, and the funding of \$4.0 million of dividends. Financing activities in the first six months of 1994 primarily included the proceeds from the sale of \$150 million of 9 3/4% senior public notes, borrowings of \$106 million under the Company's existing bank credit agreement, the repayment of \$185.4 million due to the early retirement of debt, and the repurchase of 8.7 million shares of the Company's common stock at a total cost of \$110.2 million. Since beginning the stock repurchase program in March 1994, a total of 11.1 million shares have been acquired as of July 31, 1995, at a total cost of \$151.8 million, under a \$175 million total authorization. In April 1995, the Company's Board of Directors authorized additional repurchases up to an aggregate of \$25 million of its common stock, which brought the total share repurchase authorization to \$175 million.

As a result of the above operating, investing and financing activities, cash and cash equivalents and short-term marketable securities increased \$7.6 million since December 31, 1994, to \$25.4 million at June 30, 1995. Management believes that the Company will have sufficient future cash flow from its operations and its new bank credit facility to meet its future needs.

Results of Operations  
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Operations for the second quarter of 1995  
compared to the second quarter of 1994

Sales from continuing operations for the second quarter of 1995 were \$219.1 million, compared to sales of \$202.7 million for the second quarter of 1994, an increase of \$16.4 million or 8.1%. The sales improvement came primarily from the Company's Electro-mechanical Group, which increased \$8.8 million or 9.8% to \$98.7 million. The Precision Instruments Group's sales increased 7.9% to \$78.3 million from 1994 second quarter sales of \$72.5 million, while the Industrial Materials Group's sales, which were restated for the sale of Microfoam, increased \$1.8 million to \$42.1 million, or 4.6%.

Operating income from continuing operations for the second quarter of 1995 increased \$3.6 million or 17.4% to \$24.5 million, compared to \$20.9 million in the second quarter of 1994. This increase reflects the Company's overall higher sales volume and improved operating efficiencies in the Electro-mechanical and Precision Instruments business segments.

The effective income tax rate was 37.9% for the second quarter of 1995 compared with 39.8% for the second quarter of 1994. The lower 1995 tax rate reflects the second quarter effect of a one percent increase in the Italian statutory tax rate, effective at the beginning of 1995, reduced by a slightly lower provision for state income taxes, and increased U.S. tax benefits. Also, the second quarter of 1994 included an additional foreign tax provision.



AMETEK, INC.  
-----Results of Operations (cont'd)  
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The weighted average shares outstanding during the second quarter of 1995 was 33.4 million shares, compared to 36.4 million shares for the same quarter of 1994. The reduced number of shares reflects the Company's ongoing share repurchase program, which began in March, 1994.

Second quarter 1995 income from continuing operations was \$11.9 million, or \$.36 per share, compared with second quarter 1994 income of \$9.4 million, or \$.26 per share, an income improvement of \$2.6 million or 27.4%. Income from discontinued operations for the second quarter of 1995 and 1994 was \$.3 million, or \$.01 per share for each period. The second quarter of 1995 also includes an after tax gain of \$10.4 million (\$.31 per share) on disposal of discontinued operations resulting from the sale of the Microfoam Division. Net income for the second quarter of 1995 was \$22.6 million, or \$.68 per share, compared to net income of \$9.7 million, or \$.27 per share for the second quarter of 1994.

Electro-mechanical Group sales totalled \$98.7 million in the  
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current second quarter, an increase of \$8.8 million or 9.8% from the second quarter of 1994, due to higher sales of electric motor products manufactured by the Company's domestic and Italian motor operations. The Italian operations' sales increased 27%, reduced somewhat by the effects of translating the weaker Italian lire to U.S. dollars.

Operating profit of this group increased \$1.2 million or 9.6% to \$13.5 million in this year's second quarter. The sales volume increase, favorable changes in product mix in domestic operations, and modest improvement in operating efficiencies from increased capacity utilization at the group's two production facilities in North Carolina contributed to the improved results. These increases were reduced by higher material costs in the Italian operations which were not fully recovered. To further address the higher material costs in the Italian operations, the Company plans to accelerate its cost reduction program, along with the continuation of scheduled price increases in the second half of 1995.

In the Precision Instruments Group, sales of \$78.3 million in  
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this year's second quarter increased 7.9% from the \$72.5 million of sales in the same quarter last year. The increase was primarily due to the addition of the Dixson heavy vehicle instrumentation business, purchased at the end of the first quarter of 1995. Higher sales of automotive and process instruments were largely offset by lower sales of aerospace instruments.

Group operating profit for the current quarter increased to \$9.7 million, from \$7.7 million in the second quarter of 1994, an increase of \$2.0 million or 26.6%. The increase resulted from the Dixson acquisition, and increased operational efficiencies in the aerospace business resulting from the restructuring activities and other cost reduction programs initiated in 1993 and 1994. Group operating profit also includes a higher than normal recovery of approximately \$800,000 from earlier aerospace contract engineering activities.

AMETEK, INC.  
-----Results of Operations (cont'd)  
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In the Industrial Materials Group, second quarter 1995 sales from  
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continuing operations increased \$1.8 million or 4.6% to \$42.1 million, compared to \$40.3 million in the second quarter of 1994, from higher sales by the metal powder and corrosion-resistant materials businesses. The reported sales increase was reduced by some softness in residential and commercial water filtration markets and lower sales of certain plastics compounding products.

Group operating profit for the current second quarter totaled \$6.7 million, essentially unchanged from the restated \$6.9 million in the second quarter of 1994. A profit improvement from the reported higher sales was more than offset by reduced profitability from the lower sales and slightly higher net manufacturing costs incurred by the water filtration and plastics compounding businesses.

Operations for the first six months of 1995  
compared to the first six months of 1994

Sales from continuing operations for the first six months of 1995 were \$430.6 million, compared to sales of \$394.1 million from continuing operations for the same period of 1994, an increase of \$36.5 million or 9.3%. All business segments reported improved sales, led by the Electro-mechanical Group, which increased \$23.6 million or 13.6%. The Precision Instruments Group's sales increased \$6.8 million or 4.8%, and the Industrial Materials Group's sales, which were restated for the sale of Microfoam, increased \$6.1 million or 7.8%.

Operating income from continuing operations for the first six months of 1995 increased \$8.4 million or 22.3% to \$46.0 million, compared to \$37.6 million for the same period of 1994. This increase reflects the overall higher sales volume, and improved operating performance from realization of the benefits of the restructuring programs initiated in 1993.

Other income, net for the first six months of 1995 was \$.7 million, a decrease of \$1 million from the same period of 1994. The decrease was caused by reduced net investment income during the period.

Income from continuing operations for the first six months of 1995 was \$22.1 million, or \$.65 per share, compared to 1994 income of \$17.8 million or \$.45 per share, an increase in income of \$4.3 million or 24.4%. Income from the discontinued Microfoam operations for the first six months of 1995 and 1994 were \$.8 million and \$.7 million, respectively, representing \$.02 per share for each period. Results for the first half of 1995 also include an after tax gain on the second quarter 1995 sale of the Microfoam Division of \$10.4 million, or \$.31 per share.

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AMETEK, INC.  
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Results of Operations (cont'd)  
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Net income for the first six months of 1995 was \$33.3 million, or \$.98 per share, compared to \$18.5 million (\$.47 per share) of income before an extraordinary item and the cumulative effect of an accounting change in 1994. After an extraordinary loss of \$11.8 million (\$.30 per share) after tax from the early extinguishment of debt, and a \$3.8 million (\$.10 per share) after tax gain due to a required change in accounting for certain marketable securities, net income for the first six months of 1994 was \$10.5 million or \$.27 per share.

Electro-mechanical Group sales totaled \$196.2 million in the  
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first six months of 1995, an increase of \$23.6 million or 13.6% from the first half of 1994, due to increased sales of electric

motor products manufactured by the Company's domestic and Italian motor operations. Before currency effects, which were not significant, the Italian operations reported a 32.6% increase in sales from the first six months of 1994.

Operating profit of this group increased \$3.7 million or 16.7% to \$26.2 million in the first half of 1995, primarily because of the higher sales volume. Higher material costs in the Italian operations were partially offset by a sales price increase which went into effect early in the first quarter of 1995. In the second half of this year, the Company plans to accelerate its cost reduction program, along with the continuation of scheduled price increases.

In the Precision Instruments Group, sales in the first six

months of 1995 were \$149.7 million, an increase of \$6.8 million or 4.8% from the first half of 1994. The increase is largely due to the addition of the Dixon heavy vehicle instrumentation business purchased at the end of the first quarter of 1995. Higher sales of heavy truck instruments and process instruments were substantially offset by lower sales of aerospace instruments.

Group operating profit increased \$3.4 million or 24.2% to \$17.5 million for the first six months of 1995. The group benefited partly from the additional profits of the Dixon business acquired, but mostly from increased operating efficiencies in the aerospace business resulting from the restructuring activities and other cost reduction programs initiated in 1993 and 1994, as well as an improved product mix on process instrument sales.

In the Industrial Materials Group, sales from continuing

operations for the first six months of 1995 increased \$6.1 million or 7.8% to \$84.7 million. All but one business in this group reported a sales increase, led by the metal powder and corrosion-resistant materials businesses.

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AMETEK, INC.

Results of Operations (cont'd)

Group operating profit from continuing operations for the first half of 1995 increased \$1.9 million or 15.4% to \$14.5 million, compared to \$12.5 million in the same period of 1994. The increase was due to the increased sales volume, and increased operating efficiencies in the corrosion-resistant materials business.

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AMETEK, INC.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits:

Exhibit Number	Description
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10                   Amendment No. 1 to the 1995 Stock Incentive Plan  
                      of AMETEK, Inc.

27                   Financial Data Schedule \*

\*   Schedule submitted in electronic format only.

b) Reports on Form 8-K: During the quarter ended June 30, 1995, the Company did not file any reports on Form 8-K.

Amendment No. 1  
to the  
1995 Stock Incentive Plan of  
AMETEK, Inc.

WHEREAS, AMETEK, Inc. (the "Corporation") has adopted the 1995 Stock Incentive Plan of AMETEK, Inc. (the "Plan"); and

WHEREAS, Section 19 of the Plan permits the Corporation to amend the Plan; and

WHEREAS, the Corporation now desires to amend the Plan in certain respects;

NOW THEREFORE, the Plan is hereby amended as follows:

1. Section 3 of the Plan is amended by deleting the third sentence and inserting the following to read in its entirety as follows:

"A maximum of 10% of the aggregate number of shares, or 220,000 shares, may be awarded as Restricted Shares, Rights and Phantom Stock Awards. A maximum of 3% of the aggregate number of shares, or 66,000 shares, may be awarded, in the aggregate as Options which have been repriced and as Restricted Stock Awards with vesting periods of less than 3 years."

2. The fifth paragraph of Section 7 of the Plan is amended by deleting the first two sentences and by inserting the following three sentences in their place to read in their entirety as follows:

"Payment of the amount determined hereunder upon the exercise of Conjunctive Rights or Rights granted without relationship to an Option shall be made solely in cash. At the holder's election, payment of the amount determined hereunder upon the exercise of Alternative Rights granted in connection with an Option may be made solely in cash, or solely in Shares valued at their Fair Market Value on the date of exercise of the Rights, or in a combination of cash and Shares. Notwithstanding any other provision of the Plan or of any Option or Rights, upon the exercise of such

Alternative Rights, the Committee shall have the power at its discretion to disapprove the holder's election as to the form (i.e., cash or Shares, or part in cash and part in Shares) in which payment of the Rights will be made and to substitute therefor payment as it determines."

3. Subsection (a) of Section 10 of the Plan is amended by deleting "and" from the end of (ii), by renumbering (iii) as (iv) and by inserting a new (iii) to read in its entirety as follows:

"(iii) no Restricted Shares shall have a vesting period of less than 3 years except upon the occurrence of such special circumstance or event, as in the opinion of the Committee, merits special consideration."

4. Section 12 of the Plan is amended to read in its entirety as follows:

"12. Purchase Price. The purchase price per Share for Restricted

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Shares to be purchased pursuant to Restricted Stock Awards, or for the Shares to be purchased pursuant to the exercise of an Option, shall be fixed by the Committee at the time of the grant of the Restricted Stock Award or Option; provided, however, that the purchase price per Share for the Shares to be purchased pursuant to the exercise of an Incentive Stock Option or Non-Qualified Stock Option shall not be less than 100% of the Fair Market Value of a Share on the date such Incentive Stock Option or Non-Qualified Stock Option is granted. The Committee may reduce the purchase price per share for shares to be purchased pursuant to the exercise of an outstanding Option only if (i) the purchase price exceeds

100% of the Fair Market Value of a share on the date such Option is exercisable and (ii) a circumstance or event has occurred which, in the opinion of the Committee, warrants such price reduction."

5. The provisions of this Amendment No. 1 shall be effective as of February 21, 1995.

IN WITNESS WHEREOF, AMETEK has caused these presents to

be executed, in its corporate name, by its duly authorized officer, and its corporate seal to be affixed on this 30th day of May, 1995.

AMETEK, Inc.

By: /s/ Robert W. Yannarell

-----  
Robert W. Yannarell, Secretary

Attest:

/s/ Dorothy M. Misetic

-----  
(Seal) Dorothy M. Misetic  
Manager, Corporate Benefits

<ARTICLE> 5

<LEGEND>

This schedule contains summary financial information extracted from The Consolidated Balance Sheet of AMETEK, Inc. at June 30, 1995, and The Consolidated Statement of Income of AMETEK, Inc. for the six months ended June 30, 1995, and is qualified in its entirety by reference to such financial statements.

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