

AMETEK INC/
Form 4
February 22, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)
02/20/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
PRES. - ELECTRONIC INSTRUMENTS

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/20/2007		F(1)	3,136 D \$ 35.36	33,209	D	
Common Stock/SERP					24,011	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 8.7617					05/22/2002 05/21/2008	Common Stock 9,375	
Stock Option	\$ 12.0417					05/20/2004 05/19/2010	Common Stock 25,312	
Stock Option	\$ 12.5467					05/22/2003 05/21/2009	Common Stock 8,437	
Stock Option	\$ 17.45					05/18/2005 05/17/2011	Common Stock 18,750	
Stock Option	\$ 20.27					09/22/2005 09/21/2011	Common Stock 28,200	
Stock Option	\$ 25.2867					04/27/2006 04/26/2012	Common Stock 24,135	
Stock Option	\$ 33.2667					04/26/2007 04/25/2013	Common Stock 22,485	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHLEBEK ROBERT W 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			PRES. - ELECTRONIC INSTRUMENTS	

Signatures

ROBERT W
CHLEBEK
02/22/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents withholding of shares to pay withholding taxes incurred in connection with performance vesting of restricted stock issued on May 18, 2004.

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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