

AMETEK INC/  
Form 4  
April 26, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**HERMANCENCE FRANK S**

(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)  
**04/24/2007**

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)  
**CHAIRMAN OF THE BOARD & CEO**

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/24/2007		M		26,700 A \$ 8.1467	D	
Common Stock	04/24/2007		A <sup>(1)</sup>		40,340 A \$ 36.44	D	
Common Stock	04/24/2007		S		26,700 D \$ 36.5	D	
Common Stock	04/25/2007		M		107,000 A \$ 8.1467	D	
Common Stock	04/25/2007		S		32,900 D \$ 36.5	D	

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Common Stock	04/25/2007	S	800	D	\$ 36.51	1,155,376	D	
Common Stock	04/25/2007	S	900	D	\$ 36.52	1,154,476	D	
Common Stock	04/25/2007	S	19,300	D	\$ 36.55	1,135,176	D	
Common Stock	04/25/2007	S	15,100	D	\$ 36.56	1,120,076	D	
Common Stock	04/25/2007	S	6,000	D	\$ 36.57	1,114,076	D	
Common Stock	04/25/2007	S	9,200	D	\$ 36.59	1,104,876	D	
Common Stock	04/25/2007	S	21,600	D	\$ 36.6	1,083,276	D	
Common Stock	04/25/2007	S	1,000	D	\$ 36.62	1,082,276	D	
Common Stock	04/25/2007	S	200	D	\$ 36.63	1,082,076	D	
Common Stock/SERP						121,931	D	
Common Stock						120,000	I	By Wife

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

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(9-02)

**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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Stock Option	\$ 12.0417					05/20/2004 05/19/2010	Common Stock
Stock Option	\$ 12.5467					05/22/2003 05/21/2009	Common Stock

Stock Option	\$ 17.45					05/18/2005	05/17/2011	Common Stock	1
Stock Option	\$ 20.27					09/22/2005	09/21/2011	Common Stock	8
Stock Option	\$ 25.2867					04/27/2006	04/26/2012	Common Stock	1
Stock Option	\$ 33.2667					04/26/2007	04/25/2013	Common Stock	1
Stock Option	\$ 8.1467	04/24/2007		M	26,700	12/15/2001	12/14/2007	Common Stock	2
Stock Option	\$ 36.44	04/24/2007		A	127,550	04/24/2008	04/23/2014	Common Stock	1
Stock Option	\$ 8.1467	04/25/2007		M	107,000	12/15/2001	12/14/2007	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERMANCE FRANK S 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801	X		CHAIRMAN OF THE BOARD & CEO	

## Signatures

FRANK S  
HERMANCE 04/26/2007

\*\*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) Constitutes restricted stock issued under the 2002 Stock Incentive Plan of AMETEK, Inc.

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