

EGINTON WILLIAM D  
Form 4  
April 24, 2008

**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 \*  
EGINTON WILLIAM D

2. Issuer Name and Ticker or Trading Symbol  
AMETEK INC/ [AME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
37 NORTH VALLEY ROAD, BUILDING 4  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/23/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SENIOR VP-CORP. DEVELOPMENT

PAOLI, PA 19301-0801

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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  | (D)  | Price   |
| Common Stock                       | 04/23/2008                           |  | A <sup>(1)</sup>               |   | 2,603   | A  | \$ 48.6   |
| Common Stock/Deferred Compensation |                                      |  |                                |   |   |  | 3,482   |
| Common Stock/SERP                  |                                      |  |                                |   |   |  | 4,527   |
| 401K PLAN                          |                                      |  |                                |   |   |  | 2,125   |
|                                    |                                      |  |                                |   |   | I  | 401(k) Plan   |

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 12.0417   |                                      |  |                                |   | 05/20/2004 05/19/2010                                    | Common Stock  | 16,000                        |
| Stock Option                               | \$ 17.45   |                                      |  |                                |   | 05/18/2005 05/17/2011                                    | Common Stock  | 15,750                        |
| Stock Option                               | \$ 20.27   |                                      |  |                                |   | 09/22/2005 09/21/2011                                    | Common Stock  | 19,980                        |
| Stock Option                               | \$ 25.2867   |                                      |  |                                |   | 04/27/2006 04/26/2012                                    | Common Stock  | 9,600                         |
| Stock Option                               | \$ 33.2667   |                                      |  |                                |   | 04/26/2007 04/25/2013                                    | Common Stock  | 9,061                         |
| Stock Option                               | \$ 36.44   |                                      |  |                                |   | 04/24/2008 04/23/2014                                    | Common Stock  | 8,458                         |
| Stock Option                               | \$ 48.6  | 04/23/2008                           |  | A                              | 9,463   | 04/23/2009 04/22/2015                                    | Common Stock  | 9,463                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| EGINTON WILLIAM D<br>37 NORTH VALLEY ROAD<br>BUILDING 4<br>PAOLI, PA 19301-0801 |               |           | SENIOR VP-CORP. DEVELOPMENT |       |

## Signatures

WILLIAMDEGINTON

04/24/2008

\_\_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.

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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