

CHLEBEK ROBERT W
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 *
CHLEBEK ROBERT W

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

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		M	5,621 A \$ 33.2667	27,131	D	
Common Stock	04/23/2008		A ⁽¹⁾	5,480 A \$ 48.6	32,611	D	
Common Stock	04/23/2008		S	4,800 D \$ 48.6	27,811	D	
Common Stock	04/23/2008		S	100 D \$ 48.85	27,711	D	
Common Stock	04/23/2008		S	621 D \$ 48.91	27,090	D	

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Common Stock	04/23/2008	S	100	D	\$ 48.94	26,990	D
Common Stock/SERP						25,126	D

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

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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 Security (Instr. 3 and 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
Stock Option	\$ 20.27					09/22/2005 09/21/2011	Common Stock 7,050
Stock Option	\$ 25.2867					04/27/2006 04/26/2012	Common Stock 12,000
Stock Option	\$ 36.44					04/24/2008 04/23/2014	Common Stock 20,000
Stock Option	\$ 33.2667	04/23/2008		M	5,621	04/26/2007 04/25/2013	Common Stock 5,621
Stock Option	\$ 48.6	04/23/2008		A	19,930	04/23/2009 04/22/2015	Common Stock 19,930

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

ROBERTWCHLEBEK

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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