

AMETEK INC/
Form 4
February 05, 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 *
Jones Timothy N

(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)
02/01/2007

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)
PRESIDENT - ELECTROMECHANICAL

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	02/01/2007		M		900 A \$ 12.5467	49,725	D
Common Stock	02/01/2007		S		900 D \$ 35	48,825	D
Common Stock	02/02/2007		M		13,500 A \$ 12.0417	62,325	D
Common Stock	02/02/2007		M		12,600 A \$ 12.5467	74,925	D
Common Stock	02/02/2007		M		4,470 A \$ 17.45	79,395	D

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Common Stock	02/02/2007	S	30,570	D	\$ 35	48,825	D	
Common Stock/SERP						4,677	D	
Common Stock						1,275	I	By Sons

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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Stock Option	\$ 20.27						09/22/2005	09/21/2011	Common Stock 20,565
Stock Option	\$ 25.2867						04/27/2006	04/26/2012	Common Stock 10,080
Stock Option	\$ 33.2667						04/26/2007	04/25/2013	Common Stock 22,485
Stock Option	\$ 12.5467	02/01/2007		M		900	05/22/2003	05/21/2009	Common Stock 900
Stock Option	\$ 12.0417	02/02/2007		M		13,500	05/20/2004	05/19/2010	Common Stock 13,500
Stock Option	\$ 12.5467	02/02/2007		M		12,600	05/22/2003	05/21/2009	Common Stock 12,600
Stock Option	\$ 17.45	02/02/2007		M		4,470	05/18/2005	05/17/2011	Common Stock 4,470

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Jones Timothy N
37 NORTH VALLEY ROAD
BUILDING 4
PAOLI, PA 19301-0801

PRESIDENT - ELECTROMECHANICAL

Signatures

TIMOTHY N.
JONES

02/03/2007

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).

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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