

MOLINELLI JOHN J
 Form 4
 May 08, 2008

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 *
MOLINELLI JOHN J

(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)
05/07/2008

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)
EXECUTIVE VP & CFO

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 (A) or (D) Price		
Common Stock	05/07/2008		M		66,916 A \$ 12.5467	327,383	D
Common Stock	05/07/2008		S		1,396 D \$ 49.25	325,987	D
Common Stock	05/07/2008		S		13,700 D \$ 49.3	312,287	D
Common Stock	05/07/2008		S		5,320 D \$ 49.33	306,967	D
Common Stock	05/07/2008		S		100 D \$ 49.34	306,867	D

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Common Stock	05/07/2008		S	300	D	\$ 49.45	306,567	D	
Common Stock	05/07/2008		S	19,354	D	\$ 49.5	287,213	D	
Common Stock	05/07/2008		S	4,800	D	\$ 49.5013	282,413	D	
Common Stock	05/07/2008		S	7,250	D	\$ 49.51	275,163	D	
Common Stock	05/07/2008		S	150	D	\$ 49.5101	275,013	D	
Common Stock	05/07/2008		S	7,200	D	\$ 49.5113	267,813	D	
Common Stock	05/07/2008		S	1,400	D	\$ 49.5128	266,413	D	
Common Stock	05/07/2008		S	4,389	D	\$ 49.53	262,024	D	
Common Stock	05/07/2008		S	1,157	D	\$ 49.54	260,867	D	
Common Stock	05/07/2008		S	400	D	\$ 49.55	260,467	D	
Common Stock	05/08/2008		M	15,584	A	\$ 12.5467	276,051	D	
Common Stock	05/08/2008		S	15,469	D	\$ 49.25	260,582	D	
Common Stock	05/08/2008		S	115	D	\$ 49.29	260,467	D	
Common Stock/SERP							46,373	D	
401K PLAN							504	I	401K 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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 12.0417						05/20/2004	05/19/2010	Common Stock	90,000	
Stock Option	\$ 17.45						05/18/2005	05/17/2011	Common Stock	39,375	
Stock Option	\$ 20.27						09/22/2005	09/21/2011	Common Stock	37,020	
Stock Option	\$ 25.2867						04/27/2006	04/26/2012	Common Stock	27,870	
Stock Option	\$ 33.2667						04/26/2007	04/25/2013	Common Stock	27,990	
Stock Option	\$ 36.44						04/24/2008	04/23/2014	Common Stock	30,750	
Stock Option	\$ 48.6						04/23/2009	04/22/2015	Common Stock	34,870	
Stock Option	\$ 12.5467	05/07/2008				M	66,916	05/22/2003	05/21/2009	Common Stock	66,916
Stock Option	\$ 12.5467	05/08/2008				M	15,584	05/22/2003	05/21/2009	Common Stock	15,584

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINELLI JOHN J 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			EXECUTIVE VP & CFO	

Signatures

JOHNJMOLINELLI
 05/08/2008
 **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).

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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