

MOLINELLI JOHN J
Form 4
October 30, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
10/27/2006

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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	10/27/2006		M		35,000 A \$ 9.9688	201,670	D	
Common Stock	10/27/2006		S		23,700 D \$ 47	177,970	D	
Common Stock	10/27/2006		S		10,000 D \$ 47.02	167,970	D	
Common Stock	10/27/2006		S		1,300 D \$ 47.59	166,670	D	
Common Stock/SERP						28,292.62	D	

Edgar Filing: MOLINELLI JOHN J - Form 4

401K PLAN 10/27/2006 J⁽¹⁾ 1 A \$ 0 335 I 401K PLAN

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 13.1425					05/22/2002 05/21/2008	Common Stock 65,000
Stock Option	\$ 18.0625					05/20/2004 05/19/2010	Common Stock 60,000
Stock Option	\$ 18.82					05/22/2003 05/21/2009	Common Stock 55,000
Stock Option	\$ 26.175					05/18/2005 05/17/2011	Common Stock 26,250
Stock Option	\$ 30.405					09/22/2005 09/21/2011	Common Stock 24,680
Stock Option	\$ 37.93					04/27/2006 04/26/2012	Common Stock 18,580
Stock Option	\$ 49.9					04/26/2007 04/25/2013	Common Stock 18,660
Stock Option	\$ 9.9688	10/27/2006		M	35,000	04/13/2001 04/12/2007	Common Stock 35,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	EXECUTIVE VP & CFO

MOLINELLI JOHN J
37 NORTH VALLEY ROAD
BUILDING 4
PAOLI, PA 19301-0801

Signatures

JOHN J
MOLINELLI 10/30/2006

__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) Represents dividend reinvestment under the Company's 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.