

VARET ELIZEBETH R
Form 4
May 05, 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 *
VARET ELIZEBETH R

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)
666 THIRD AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10017

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock					119,305	D	
Common Stock	05/01/2008		S		2,877 D \$ 49.25	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S		200 D \$ 49.26	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S		700 D \$ 49.27	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S		4,823 D \$ 49.3	I	By trust ⁽¹⁾
	05/01/2008		S		600 D	I	By trust ⁽¹⁾

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Common Stock						\$ 49.31			
Common Stock	05/01/2008		S	100	D	\$ 49.32	371,752	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	300	D	\$ 49.33	371,452	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	400	D	\$ 49.34	371,052	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	600	D	\$ 49.4	370,452	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	379	D	\$ 49.41	370,073	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	600	D	\$ 49.42	369,473	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	600	D	\$ 49.43	368,873	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	300	D	\$ 49.44	368,573	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	400	D	\$ 49.45	368,173	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	101	D	\$ 49.46	368,072	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	800	D	\$ 49.47	367,272	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	300	D	\$ 49.48	366,972	I	By trust ⁽¹⁾
Common Stock	05/01/2008		S	920	D	\$ 49.49	366,052	I	By trust ⁽¹⁾

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARET ELIZEBETH R 666 THIRD AVENUE NEW YORK, NY 10017	X			

Signatures

/s/ Elizabeth R.
Varet

05/05/2008

**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) Held by trust of which the reporting person is a co-trustee or co-beneficiary.

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.