

EGINTON WILLIAM D
Form 4
October 30, 2006

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 *
EGINTON WILLIAM D

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

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SENIOR VP-CORP. DEVELOPMENT

(Street)
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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/27/2006		M	10,000 A \$ 18.82	36,369	D	
Common Stock	10/27/2006		S	10,000 D \$ 47	26,369	D	
Common Stock/Deferred Compensation					2,297	D	
Common Stock/SERP					2,190.73	D	
401K PLAN	10/27/2006		J ⁽¹⁾	2 A \$ 0	1,410	I	401(k) Plan

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 18.0625					05/20/2004 05/19/2010		Common Stock	24,000
Stock Option	\$ 26.175					05/18/2005 05/17/2011		Common Stock	10,500
Stock Option	\$ 30.405					09/22/2005 09/21/2011		Common Stock	13,320
Stock Option	\$ 37.93					04/27/2006 04/26/2012		Common Stock	6,400
Stock Option	\$ 49.9					04/26/2007 04/25/2013		Common Stock	6,041
Stock Option	\$ 18.82	10/27/2006		M	10,000	05/22/2003 05/21/2009		Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGINTON WILLIAM D 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			SENIOR VP-CORP. DEVELOPMENT	

Signatures

WILLIAM D
EGINTON

10/28/2006

Date

Signature of Reporting
Person

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.
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