

AMETEK INC/  
Form 8-K  
January 30, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 26, 2006

AMETEK, Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Delaware

1-12981

14-1682544

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

37 North Valley Road, Paoli, Pennsylvania

19301

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

610-647-2121

Not Applicable

\_\_\_\_\_  
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 26, 2006, the Board of Directors of AMETEK, Inc. (the "Company") amended the Company's By-Laws to add a new section, which will permit the Board of Directors to elect Directors Emeritus from time to time (Section 21.1). Directors Emeritus must be a former director of the Company, they may not vote on matters brought before the Board of Directors, and they will receive no fees for their services as Directors Emeritus. No Directors Emeritus have been elected as of the filing of this Form 8-K. A copy of the amended By-Laws of AMETEK, Inc. is filed herewith as Exhibit (3).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMETEK, Inc.

*January 30, 2006*

By: *Robert R. Mandos, Jr.*

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*Name: Robert R. Mandos, Jr.*

*Title: Senior Vice President and Comptroller*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                      |
|--------------------|---|
| 3                  | Copy of amended by-laws of AMETEK, Inc. |