

SAUNDERS DEIRDRE D
Form 4
April 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
SAUNDERS DEIRDRE 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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2006

____ Director
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT & TREASURER

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	04/26/2006		A ⁽¹⁾	1,204 A \$ 49.6	44,906	D	
Common Stock/SERP					2,397.68	D	
401K PLAN	04/26/2006		J ⁽²⁾	1 A \$ 0	1,820	I	401K PLAN

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

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number.

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 (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)	8. Amount or Number of Shares
Stock Option	\$ 13.1425					05/22/2002 05/21/2008	Common Stock	14,000
Stock Option	\$ 18.0625					05/20/2004 05/19/2010	Common Stock	11,000
Stock Option	\$ 18.82					05/22/2003 05/21/2009	Common Stock	11,000
Stock Option	\$ 26.175					05/18/2005 05/17/2011	Common Stock	5,500
Stock Option	\$ 30.405					09/22/2005 09/21/2011	Common Stock	5,170
Stock Option	\$ 37.93					04/27/2006 04/26/2012	Common Stock	4,160
Stock Option	\$ 49.9	04/26/2006		A	4,066	04/26/2007 04/25/2013	Common Stock	4,066

Reporting Owners

Reporting Owner Name / Address

Relationships

SAUNDERS DEIRDRE D
37 NORTH VALLEY ROAD
BUILDING 4
PAOLI, PA 19301-0801

Director 10% Owner Officer Other

VICE PRESIDENT & TREASURER

Signatures

DEIRDRE D
SAUNDERS

04/27/2006

**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).
- (2) Represents dividend reinvestment under the Company's 401(k) Plan.
- (1) Constitutes restricted stock issued under the 1999 Stock Incentive Plan of AMETEK, Inc.

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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