

KLEIN CHARLES D

Form 4

April 24, 2008

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 *
KLEIN CHARLES 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)

666 THIRD AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2008

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

NEW YORK, NY 10017

☒ 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)
Common Stock	04/23/2008		A ⁽¹⁾	1,000 A	\$ 48.6	142,005	D
Common Stock					3,000	I	By trust

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)		8. I Der Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 21.094							<u>(2)</u>	07/21/2011	Common Stock	5,250
Stock Options (Right to Buy)	\$ 25.28							<u>(3)</u>	04/26/2012	Common Stock	3,900
Stock Options (Right to Buy)	\$ 33.26							<u>(4)</u>	04/25/2013	Common Stock	3,645
Stock Options (Right to Buy)	\$ 36.44							<u>(5)</u>	04/23/2014	Common Stock	4,240
Stock Options (Right to Buy)	\$ 48.6	04/23/2008		A	3,630			<u>(6)</u>	04/22/2015	Common Stock	3,630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN CHARLES D 666 THIRD AVENUE NEW YORK, NY 10017	X			

Signatures

/s/ Charles D.
Klein 04/23/2008

**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) Constitutes restricted stock issued under the 2002 Stock Incentive Plan of Ametek Inc.
- (2) The stock options will become exercisable in four equal annual installments beginning on July 22, 2005.
- (3) The stock options will become exercisable in four equal annual installments beginning on April 27, 2006.
- (4) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.

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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