

MANDOS ROBERT R

Form 4

April 24, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MANDOS ROBERT R

(Last) (First) (Middle)

37 NORTH VALLEY
ROAD, BUILDING 4

(Street)

PAOLI, PA 19301-0801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
AMETEK INC/ [AME]

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SENIOR VP - COMPTROLLER

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/24/2006		M		19,000	A \$ 13.1425	45,838 D
Common Stock	04/24/2006		S		7,200	D \$ 50.06	38,638 D
Common Stock	04/24/2006		S		2,400	D \$ 50.07	36,238 D
Common Stock	04/24/2006		S		3,300	D \$ 50.08	32,938 D
Common Stock	04/24/2006		S		4,500	D \$ 50.11	28,438 D

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Common Stock	04/24/2006	S	1,600	D	\$ 50.22	26,838	D	
Common Stock/SERP						2,239.63	D	
401K PLAN						150	I	401K PLAN

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 18.0625					05/20/2004 05/19/2010	Common Stock 20,000
Stock Option	\$ 18.82					05/22/2003 05/21/2009	Common Stock 20,000
Stock Option	\$ 26.175					05/18/2005 05/17/2011	Common Stock 9,000
Stock Option	\$ 30.405					09/22/2005 09/21/2011	Common Stock 10,970
Stock Option	\$ 37.93					04/27/2006 04/26/2012	Common Stock 5,180
Stock Option	\$ 13.1425	04/24/2006		M	19,000	05/22/2002 05/21/2008	Common Stock 19,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SENIOR VP - COMPTROLLER

MANDOS ROBERT R
37 NORTH VALLEY ROAD
BUILDING 4
PAOLI, PA 19301-0801

Signatures

ROBERT R
MANDOS

04/24/2006

__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).

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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