AMETEK INC/
Form 4
April 27, 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

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
MANDOS ROBERT R	**AMETEK INC/ [AME]**	(Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/25/2006	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) **SENIOR VP - COMPTROLLER**
37 NORTH VALLEY ROAD, BUILDING 4		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
PAOLI, PA 19301-0801		
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/25/2006		M		5,000	A	$ 13.1425	31,838	D	
Common Stock	04/25/2006		S		1,300	D	$ 50	30,538	D	
Common Stock	04/25/2006		S		3,700	D	$ 50.11	26,838	D	
Common Stock	04/26/2006		A[(1)]		1,532	A	$ 49.6	28,370	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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SEC 1474 (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	04/25/2006		M				5,000	05/22/2002	05/21/2008	Common Stock	5,000
Stock Option	$ 49.9	04/26/2006		A			5,172		04/26/2007	04/25/2013	Common Stock	5,172

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANDOS ROBERT R 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			SENIOR VP - COMPTROLLER	

Signatures

ROBERT R
MANDOS   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).

(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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