

MOLINELLI JOHN J
Form 4
June 06, 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 *
MOLINELLI JOHN J

(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)
06/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	06/02/2006		M		30,000	A	\$ 9.9688
Common Stock	06/02/2006		S		12,900	D	\$ 46.8
Common Stock	06/02/2006		S		5,700	D	\$ 46.81
Common Stock	06/02/2006		S		3,900	D	\$ 46.82
Common Stock	06/02/2006		S		3,200	D	\$ 46.83
Common Stock	06/02/2006		S		178,070	D	
Common Stock	06/02/2006		S		174,170	D	
Common Stock	06/02/2006		S		170,970	D	

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Common Stock	06/02/2006	S	4,300	D	\$ 46.85	166,670	D	
Common Stock/SERP						28,292.62	D	
401K PLAN						334	I	401K PLAN

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

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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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Stock Option	\$ 13.1425						05/22/2002	05/21/2008	Common Stock 65,000
Stock Option	\$ 18.0625						05/20/2004	05/19/2010	Common Stock 60,000
Stock Option	\$ 18.82						05/22/2003	05/21/2009	Common Stock 55,000
Stock Option	\$ 26.175						05/18/2005	05/17/2011	Common Stock 26,250
Stock Option	\$ 30.405						09/22/2005	09/21/2011	Common Stock 24,680
Stock Option	\$ 37.93						04/27/2006	04/26/2012	Common Stock 18,580
Stock Option	\$ 49.9						04/26/2007	04/25/2013	Common Stock 18,660
Stock Option	\$ 9.9688	06/02/2006		M	30,000		04/13/2001	04/12/2007	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINELLI JOHN J 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			EXECUTIVE VP & CFO	

Signatures

JOHN J MOLINELLI	06/05/2006
**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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