

AMETEK INC/
Form 4
May 22, 2006

FORM 4

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

OMB APPROVAL

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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 *
FRIEDLAENDER HELMUT N

(Last) (First) (Middle)
60 E. 42ND STREET
(Street)

NEW YORK, NY 10165

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	05/19/2006		M		3,500	A	\$ 31.641
Common Stock	05/19/2006		M		2,600	A	\$ 37.93
Common Stock	05/19/2006		S		4,600	D	\$ 47.2
Common Stock	05/19/2006		S		900	D	\$ 47.28
Common Stock	05/19/2006		S		200	D	\$ 47.3

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Common Stock	05/19/2006	S	400	D	\$ 47.22	63,560	D	
Common Stock	05/19/2006	S	1,700	D	\$ 47.987	61,860	D	
Common Stock	05/19/2006	S	300	D	\$ 48.12	61,560	D	
Common Stock	05/19/2006	S	2,000	D	\$ 48.07	59,560	D	
Common Stock	05/19/2006	S	2,900	D	\$ 48.04	56,660	D	
Common Stock	05/19/2006	S	2,000	D	\$ 48.01	54,660	D	
Common Stock	05/19/2006	S	1,100	D	\$ 48	53,560	D	
Common Stock						20,000	I	By trust ⁽¹⁾

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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 31.641	05/19/2006		M	3,500	07/22/2005 07/21/2011	Common Stock	3,500
Stock Options (Right to Buy)	\$ 37.93	05/19/2006		M	2,600	04/27/2006 04/26/2012	Common Stock	2,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDLAENDER HELMUT N 60 E. 42ND STREET NEW YORK, NY 10165				Director Emeritus

Signatures

Helmut N.
Friedlaender 05/22/2006

 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) Held by trust of which the reporting person is a co-trustee and income beneficiary.

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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