

AMETEK INC/  
Form 8-K  
February 22, 2007

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 20, 2007

AMETEK, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-12981

14-1682544

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

37 North Valley Road, Paoli, Pennsylvania

19301

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

610-647-2121

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01 Other Events.**

AMETEK's restricted stock grants provide for full vesting after four years or immediate vesting if the closing price of our common stock during any five consecutive trading days reaches 200 percent of the price of our common stock on the date the restricted stock award was granted.

The May 18, 2004 restricted stock awards were granted at AMETEK's common stock closing stock price of \$17.31 (on a split adjusted basis) and were subject to immediate vesting if AMETEK's stock closed at or above \$34.62 for five consecutive trading days. This grant, totaling 264,195 shares, achieved the market performance vesting target on February 20, 2007 when AMETEK's stock price closed at \$35.36 per share, its fifth consecutive trading day at or above \$34.62.

Participants who vested in this award are subject to income tax withholding on the value of their restricted stock at the date of vesting. Most participants, including all filers under Section 16(a) of the Securities Exchange Act of 1934, are disposing of shares to satisfy these tax obligations.

In the first quarter of 2007, the Company will record an immaterial charge to earnings related to this accelerated vesting event.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMETEK, Inc.

*February 22, 2007*

By: */s/ Robert R. Mandos, Jr.*

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*Name: Robert R. Mandos, Jr.*

*Title: Senior Vice President & Comptroller*