

AMETEK INC/
Form 8-K
February 22, 2007

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.

*Name: Robert R. Mandos, Jr.
Title: Senior Vice President & Comptroller*

12/07/2012 S 17,300 ⁽¹⁾ A \$ 6.1284 ⁽³⁾ 1,734,037 I By Pleiades Investment Partners - D, L.P ⁽¹⁾ Common
Stock 12/10/2012 S 6,035 D \$ 6.1047 ⁽⁴⁾ 1,728,002 I By Pleiades Investment Partners - D, L.P ⁽⁴⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Discovery Group I, LLC 191 N. WACKER DRIVE SUITE 1685 CHICAGO, IL 60606		X		
Donoghue Daniel J C/O DISCOVERY GROUP I, LLC		X		

191 N. WACKER DRIVE SUITE 1685
CHICAGO, IL 60606

Murphy Michael R
C/O DISCOVERY GROUP I, LLC
191 N. WACKER DRIVE SUITE 1685
CHICAGO, IL 60606

X

Signatures

Michael R. Murphy, Managing Partner 12/10/2012

__Signature of Reporting Person Date

Daniel J Donoghue 12/10/2012

__Signature of Reporting Person Date

Michael R. Murphy 12/10/2012

__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) Discovery Group I, LLC is an investment manager for Pleiades Investment Partners - D, L.P., which is a discretionary client of the reporting person, that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (2) This transaction was executed in multiple trades at prices ranging from \$6.20 - 6.25. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected
- (3) This transaction was executed in multiple trades at prices ranging from \$6.10 - 6.16. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected
- (4) This transaction was executed in multiple trades at prices ranging from \$6.06 - \$6.14. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected

Remarks:

Michael R. Murphy and Daniel J. Donoghue are managing members of Discovery Group I, LLC, and each disclaims beneficial

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.