

MIZUHO FINANCIAL GROUP INC
Form 6-K
May 25, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2011

Commission File Number 001-33098

Mizuho Financial Group, Inc.

(Translation of registrant's name into English)

5-1, Marunouchi 2-chome

Chiyoda-ku, Tokyo 100-8333

Japan

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____ .

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, thereunto duly authorized.

Date: May 25, 2011

Mizuho Financial Group, Inc.

By: /s/ Takeo Nakano

Name: Takeo Nakano

Title: Managing Director / CFO

May 23, 2011

To whom it may concern:

Mizuho Financial Group, Inc.

Mizuho Bank, Ltd.

Causes and Plans for Improvements and Counter-Measures based on the Recent Computer System Failures

As a result of the earthquake that struck Eastern Japan and as Japan found itself in a difficult situation, our settlement transactions such as our fund transfer services and automatic debit transactions were malfunctioned as a result of our group's computer system failures.

We would like to reiterate our deepest and sincerest apologies to all of our customers and to everyone who have experienced any inconvenience caused by the failures.

In connection with these computer system failures, our group has been undertaking an investigation of the causes and establishing preventive measures. Along with an on-site inspection by the Financial Services Agency, our Special Investigation Committee on System Failures, an independent third-party committee, has been investigating the causes as well as evaluating and suggesting on the validity of the preventive measures.

Based on the above, we are announcing the following framework regarding improvements and counter-measures. (We will be making a further announcement regarding specific plans for improvements and counter-measures at a later date.)

Our group is responding to the computer system failures with the utmost seriousness, and all officers and employees of our group will strive to restore the confidence of all of customers as well as society as a whole

Announcement Index

- I. Analysis of the cause of the computer system failures
- II. Clarification of responsibilities
- III. Plan for improvements and counter-measures based on the computer system failures
- IV. Measures conducted after the April 2002 computer system failures
- V. Measures to restore confidence

I. Analysis of the cause of the computer system failures

1. Summary and analysis of the causes of the computer system failures

In connection with the recent computer system failures, the analysis of the causes of the occurrence was included in the Investigation Report prepared by the Special Investigation Committee on System Failures.

Below is a summary extract from the Investigation Report. (For further details, we refer you to the Investigation Report .)

(1) The initiation of the recent computer system failures

The computer system failures were initiated by the concentration of a large number of money transfers to specific accounts, namely to donation account a of company A on Monday March 14 and to donation account b of company B on Tuesday March 15, in connection with the major earthquake that struck Eastern Japan on Friday March 11, 2011, which led to the abnormal termination of overnight batch processing.

Following this occurrence of abnormal termination of the overnight batch processing, in spite of the implementation by Mizuho Bank, Ltd. (BK) of measures to restore the system, a series of overnight batch processing transactions were unable to be completed by the time of opening of our branches for business the following day. On both days, the overnight batch processing was interrupted and we undertook to conduct daytime processing of the batches (referred to below as a DJS switch). Accordingly, the ordinarily automated system was switched to manual operation, resulting in a need to conduct a massive number of manual procedures. As a result, a great number of exchange transactions were untransmitted and human errors that accompany manual procedures occurred, and on the following day the opening of our branches for business was significantly delayed and our ATMs were shut down.

After Wednesday March 16, unprocessed overnight batches accumulated, and many human errors due to manual procedures continued to occur, resulting in the expansion of the scope of impact of the computer system failures. Therefore, in order to retain system resources and execute the accumulating overnight batches, we imposed certain limitations to the use of our ATMs and direct customer channels. Nonetheless, unprocessed batches and transactions continued to persist due to a lack of processing time and human errors. Furthermore, the computer system failures caused a significant number of secondary phenomena that impacted our customers, such as the partial inability to provide transaction records.

(2) Analysis of the causes

A. Deficiency of our system functions

Units of system processing in the event of a concentration of a large number of transactions

The allocation of overnight batch processing in circumstances that involve a large number of transaction records, which was the cause of the abnormal termination, had been conducted in excess of the data ceiling due to the processing of all of the relevant account s transaction records as one lump, instead of conducting them within the data ceiling as we should have.

System operation functions in the event of prolonged overnight batch processing

When a DJS switch occurs, the remaining overnight batch processing must be conducted manually, and the process requires massive manual labor. Furthermore, because the preparation and transmission of exchange transaction data are conducted in one lump after the overnight batches, the transmission of the exchange transactions was delayed. We had not previously considered counter-measures.

B. Deficiencies in systems risk management which led to the inability to prevent the failures

Periodic risk evaluation of the system in operation

The verification of the level of the data ceiling was included as part of the management items for self-inspection of systems risk (Systems Risk CSA) and was subject to regular inspection. However, the list of inspection items in the inspection sheet did not include the data ceiling related to transaction records in overnight batch processing, which was the cause of the computer system failures.

Also, reviews of the systems risk inspection items had not been conducted.

Evaluation of risks associated with the introduction of new products

The Systems Division should have designated testing procedures for non-functional matters (such as matters of process capacity, security matters or the handling of system failures, etc.), which tend not to be included in matters brought up by the user side of BK, as well as considered the evaluation methods for risks associated with new services that do not require system development.

In this case, it was not clear where to address enquiries from the user side to the Systems Division when a massive number of exchange transactions are expected as in the present case.

C. Deficiencies in crisis management capabilities during the restoration process

Crisis management capabilities

In connection with the handling of these system failures, the Systems Division and management both were unable to make appropriate decisions due to insufficient consideration of the worst-case risk scenarios that could be contemplated at the time, which was caused in part by lack of sufficient information. Also, there were deficiencies in the line of communication between BK and Mizuho Information & Research Institute, Inc. (MHIR). Furthermore, a central function was lacking at MHIR, and this led to a continuation of a situation in which it was difficult to grasp the entire situation. One of the causes of the inability to swiftly remedy the confusion due to the lack of a central function was the lack of clarity regarding the chain of command during crises.

Deficiencies in scenario assumptions

The computer system failures were initiated by the abnormal termination of the overnight batch processing in its early stage, but there were no contingency plans in place that contemplated this scenario.

Deficiencies in the effectiveness of the protocol manual

The protocol manual that was used in response to the computer system failures did not take into consideration the amount of time required, and as a result, the decisions to undertake certain tasks were effected on the basis of incorrect estimations.

Also, we failed to consider the risk of improper payments and customer communication with respect to the business contingency plan that relates to extraordinary payments and the cancellation of duplicated remittances.

D. Deficiencies in management administration and auditing

Planned training and appointment of human resources

We lacked human resources with the ability to analyze the effect of an event on the overall accounts systems or plan the restoration of multi-layered system failures. Also, through this series of system failures, we lacked management personnel with the ability to oversee the system in its entirety and take charge in a multi-layered system failure situation. We also lacked the viewpoint of developing such human resources through training.

As for the Systems Division, there was a lack of visualization of the specifications for long-term stable systems operation and such methods were not sufficiently passed down to successors.

Effectiveness of auditing

The systems auditing on STEPS was insufficient, our group's audit structure had problems and we failed to sufficiently utilize external audits.

II. Clarification of responsibilities

In connection with the unprecedented crisis caused by the earthquake that struck Eastern Japan, it was extremely regrettable that we were not able to fulfill our mission as a financial institution to protect the bloodstream of the economy.

Due to the recent computer system failures, our settlement transactions such as fund transfers and automatic debit transactions were malfunctioned, and deposits to the accounts of corporate and retail customers, including other banks' customers, were delayed, and our ATMs, various EB services and Mizuho Direct services were shut down, causing a great inconvenience to many customers and the society at large.

Following the 2002 systems failure, this is the second time that our systems failed, and we are deeply sorry for having had made such a serious impact on our country's financial system.

As we take to heart our responsibility in connection with the recent computer system failures, we have prepared a separate attachment clarifying the responsibilities.

III. Plan for improvements and counter-measures based on the computer system failures

Our plan for improvements and counter-measures, based on the Financial Services Agency inspection and the findings of the Special Investigation Committee on System Failures, is as follows.

Improvements and counter-measures regarding the defectiveness of system functions

1. Reorganization of large volume data processing capabilities

In order to avoid and alleviate the risk of abnormal termination of book-entry in our deposit center that results from massive data amounts, we intend to implement the following counter-measures. (Some of the counter-measures have already been implemented.)

A. Review, management and enforcement of procedures for accounts likely to be subject to a large number of transactions <Already implemented>

Regarding the bank accounts for which a large number of transactions is anticipated (i.e., more than 1,000 transactions per day per account), the creation of a procedure for prior consultation with headquarters.

B. Review of the data ceiling relating to centralized book-entry at our deposit center and monitoring of large data <Already implemented>

We have increased the data ceiling related to the centralized book-entry at our deposit center, and we have constructed a system under which, for example, with respect to accounts with the possibility of a large amount of transactions, the number of transactions will be confirmed prior to book-entry, and where a large amount of transactions is detected, book-entry will be conducted in an integrated fashion and transaction records will be delivered to the customer separately.

C. Improvement counter-measures of the design and methods for centralized book-entry at our deposit center <Expected the end of October 2011>

D. Establishment of data ceiling-conscious operation and risk management, each based on the type of product <Expected the end of October 2011>

E. Establishment of procedures related to automated operation of centralized book-entry at our deposit center <Expected the end of October 2011>

F. Measures to be taken in the event the centralized book-entry needs to be operated manually <Expected the end of October 2011>

2. Unification of Business Infrastructure

(1) Full unification of IT systems (development of the next-generation IT systems)

Unify the core banking of BK, Mizuho Corporate Bank, Ltd. (CB) and Mizuho Trust & Banking Co., Ltd. (TB) on the new IT system platform.

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Accelerate the development of the next-generation IT systems and complete the establishment of the new IT system platform by around the end of FY2012; thereafter, successively release the component systems, including the deposit, remittance, loan, foreign exchange and trust business systems, by around the end of FY2015 and also release systems related to core information management.

Consider the full unification of the system platform for all of the banking businesses, including the customer channel systems as well as those related to the core banking systems and the information management systems, as the final structure of the next-generation IT systems.

Place greater emphasis on stability and reliability with respect to the development of the next-generation IT systems.

(2) Unification of operations

Unify operations of the banking businesses of BK, CB and Mizuho Trust & Banking Co., Ltd. (TB), taking into consideration firm and efficient operational management before the development of next-generation IT systems and smooth transition to such systems (to be implemented by around the end of FY2012).

Promote unification of the operating procedures within branches and business flow of BK, CB and TB, and accelerate the concentration of operations within branches in the same regions, including the Regional Business Promotion Divisions, to BK, and the implementation of unification of operational centers.

Accelerate early unification of ordinary deposit and ATM services between BK and TB, in addition to the consolidation of housing loan business into BK, which has already been implemented, as a means to realize the elimination of overlapping of the group s common businesses. We are also considering a similar operational unification of CB s business.

Preventive improvements and counter-measures regarding deficiencies in systems risk management capabilities

A. Improving the level of our Systems Risk CSA <Expected the end of October 2011>

Determine permissible amounts of transaction volume based on product and enforce the monitoring of the evaluation of the appropriateness of systems specifications and data ceilings related to such amounts.

B. Improving the level of our systems risk evaluation in connection with the development of new products and services <Expected the end of July 2011>

We intend to implement an effective system evaluation system that takes into account factors such as changes in environment.

Improvements and counter-measures regarding deficiencies in crisis management related to restoration

(1) Improvement of the response mechanism upon the occurrence of a crisis

A. Review of the bank structure in a crisis <Expected the end of July 2011>

Review of the role of the relevant department, implementation of a reform of internal regulations.

B. Communication of information and review of common flow immediately following the occurrence of a crisis <Expected the end of July 2011>

Implementation of details of the first steps and responses during a crisis.

C. Implementation of management training regarding crisis management <Expected end of January 2012>

D. Verification of efficacy through all-bank training for system failures <Expected end of January 2012>

Through training, verification of the effectiveness of crisis-time bank structures and the information communication and common flow immediately following the occurrence of the crisis.

(2) Improvement of the system contingency plan

A. Review of the system contingency plan

Evaluation of the risks inherent in the existing systems <Expected the end of October 2011>

Expand number of hypothetical scenarios. <Expected the end of October 2011>

Preparation of system restoration manual. <Expected the end of January 2012>

B. Clarification of the content of the system contingency plan <Expected the end of October 2011>

Review the content in light of effectiveness in collaboration with the group companies to which development and administration has been delegated.

C. Implementation of training to raise the effectiveness of the system contingency plan <Expected the end of January 2012>

Conduct training to evaluate the effectiveness of the collaboration between the banks and the group companies to which development and administration has been delegated and the system contingency plan.

(3) Improvement of the business contingency plan

A. Review of the business contingency plan <Expected the end of October 2011>

We will revise the content to include more detail regarding explanations to customers and procedures for each local office, etc.

B. Enforce knowledge of items requiring special attention upon the commencement of the business contingency plan <Expected the end of October 2011>

C. Make each local office aware of the business contingency plan and conduct training <Expected the end of January 2012>

We will conduct training on settlement operations as they have a significant effect on our customers, and we will evaluate the effectiveness based on the opinions from the local offices.

(4) Customer relations / public relations, etc.

Newly establish Improvement in Information Transmissions PT (tentative name) <Expected the end of July 2011>

We will organize information transmission systems for the prompt and appropriate release of information to various stakeholders.

Giving proper instructions to branches based on accurate information, as well as providing information on our homepage. <Expected the end of July 2011>

Understanding, analysis and response, consideration of improvement plan relating to complaints. <Expected the end of July 2011>

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In addition, we will respond fairly and appropriately with respect to the assumption of costs, such as actual costs and damage compensation, caused by the recent computer system failures.

Improvement Plan for Deficiency of Business Administration and Auditing

(1) Improvements in personnel training and appropriate human resources allocation

A. Review of functions allocation among the banks IT departments, development companies and operation companies. <Expected the end of October 2011>

We will execute proper allocation of development promotion functions and operation functions in relation to systems.

B. Create a framework to train personnel that are able to properly respond to crisis situations <Expected the end of October 2011>

We will create a framework to train personnel who will be at the core of our system management.

C. Carry out a well-planned training program that leads to stronger human resources <Expected the end of March 2012>

We will plan and execute multiple-layered training to strengthen our human resources, including succession of know-how and skills.

D. Establish procedures to convene experienced personnel in a crisis situation <Expected the end of June 2011>

We will create a framework to convene personnel with experience in systems development and other personnel knowledgeable in systems during crisis situations.

E. Review procedures that will effectively function during crises <Expected the end of March 2012>

Review collaboration procedures during crisis situations between the bank and group companies to which development and administration is delegated.

(2) Improvement of effectiveness of auditing <Expected the end of March 2012>

FG's Internal Audit Division shall, together with BK's Business Audit Division, audit the improvement and progress at the BK business functions.

Review potential risks, etc., in the existing system and its operation and administration.

In addition to the above, consider whether to utilize external auditors.

IV. Measures conducted after the April 2002 computer system failures

In April 2002, large-scale system failures, such as delays in processing automatic debit transactions and ATM failures, occurred in connection with the systems integration at the Mizuho Group and caused extreme inconveniences to our customers and many others.

Through such experience, based on our realization that the cause was due to lapses in project administration, such as insufficient tests, rehearsals and other preparations, and issues concerning administration of our system integration project, we had developed improvement and response measures.

We believe that the prevention of system failures upon the release of new projects based on the strengthening of IT governance centered on the IT Strategy Committee, the successful implementation of the systems integration project in 2004 as a result of the strengthening of the project administration system that included the enhancement of risk evaluation and project evaluation, the release of large-scale development projects (new automatic debit transactions system, new comprehensive fund transfer system), low levels of disorder occurrences, as well as the progress in developing the next-generation IT systems on schedule, were all the result of the lessons learned in connection with the large-scale system failures of 2002. In addition, with the integration of all systems-related group companies and divisions into one systems affiliate, MHIR (in 2004) under the initiative to establish highly productive system development system through the enhancement of cooperation within our group, which was one of the improvement and response measures, we believe that the integration of the systems functions including within MHIR accelerated and led to the standardization/unification of our business operations.

As described above, our sincere efforts in implementing the improvement and response measures after the computer system failures in 2002 led to the development, etc., of a reliable project administration system. However, due to our reliance on the stable long-term operation of our existing operating system with low levels of disorder occurrences, we were lacking in our review of our capabilities in the event of large-scale system failures, such as insufficient review of massive data processing capabilities and contingency plans as well as insufficient implementation of effective training. Also, we did not have human resources that could grasp the overall situation concerning system functions and the relationships with other systems and give the most appropriate instructions or that have the necessary know-how and skills to grasp the facts behind system failures and to restore the system, and this resulted in the expansion and prolongation of the adverse effects of the system failures.

V. Measures to restore confidence

Through the recent computer system failures that we experienced, we have become seriously aware that implementation of further proactive and self-disciplined transformation is necessary in order to become the Most Trusted Financial Institution which we have raised as Mizuho's future vision.

With this in mind, in addition to our efforts described in III above, we will implement confidence-restoring measures as set forth in the attached entitled Actions to Restore Confidence dated May 23, 2011.

Under the strong commitment of our management, we are thoroughly implementing the customer first policy by encouraging officers and employees to change their mindset and restructuring the corporate culture, while thoroughly re-examining our management infrastructure ranging from the organizations and structure, human resource management to operations and IT systems. Furthermore, we will endeavor to fulfill our public mission as a financial institution.

We will accelerate the implantation of our Transformation Program and will revitalize Mizuho through both the management infrastructure reform and the change in mindset, and all officers and employees of our group will strive to restore the confidence of all of our customers as well as society as a whole.

Contact: Mizuho Financial Group, Inc.
Corporate Communications
Public Relations Office
Tel: 81-3-5224-2026

Measures Taken in Connection with the Recent Computer System Failures

1. Management changes

Mr. Satoru Nishibori, President and Chief Executive Officer of Mizuho Bank, Ltd., will retire from office effective as of June 20. (He will also retire from his office of director of Mizuho Financial Group, Inc. effective as of June 21.)

Mr. Tadayuki Hagiwara, Managing Executive Officer (IT & Systems Group), will retire from office effective as of June 20.

2. Reduction of management compensation

Beginning June 2011, compensation of the senior executives of Mizuho Financial Group, Inc., Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd. will be reduced as follows, based on area and level of responsibility.

[Mizuho Financial Group, Inc.]

President & CEO	50% of one month s compensation	×	6 months
Deputy President	20% of one month s compensation	×	3 months
Managing Directors	15-30% of one month s compensation	×	3 months
Managing Executive Officers			
Executive Officers	15% of one month s compensation	×	3 months

[Mizuho Bank, Ltd.]

Deputy President	30% of one month s compensation	×	6 months
Managing Directors	20-30% of one month s compensation	×	3-6 months
Executive Officers	15% of one month s compensation	×	3-6 months

[Mizuho Corporate Bank, Ltd.]

President & CEO	30% of one month s compensation	×	3 months
Deputy President Managing	10% of one month s compensation	×	3 months

Directors Managing Executive

Officers Executive Officers

of award, and (3) the interest accrued on these dividends.

- (2) The amounts shown for option awards relate to stock options granted under our 2002 Stock Incentive Plan. These amounts are equal to the dollar amounts recognized in 2008 with respect to the Directors option awards for financial reporting purposes, computed in accordance with SFAS 123(R), but without giving effect to estimated forfeitures. The assumptions used in determining the amounts in this column are set forth in note 9 to our consolidated financial statements on page 41 of Appendix A to this proxy statement. The grant date fair value of option awards granted to each Director in 2008, computed in accordance with SFAS 123(R), was \$34,775. At December 31, 2008, Messrs. Gordon, Klein and Malone and Ms. Varet each held options to purchase 20,665 shares of our Common Stock, Mr. Steinmann held

options to purchase
13,803 shares of
our Common Stock
and
Messrs. Kohlhagen
and Williams each
held options to
purchase 11,515
shares of our
Common Stock.

Directors who first became members of the Board of Directors prior to January 1, 1997 participate in a retirement plan for Directors. Under this plan, each non-employee Director who has provided at least three years of service to us as a Director receives an annual retirement benefit equal to 100% of that Director's highest annual rate of cash compensation during the Director's service with the Board. Mr. Steinmann and Ms. Varet have accrued an annual retirement benefit of \$60,000. Messrs. Klein and Malone have accrued an annual retirement benefit of \$65,000. Mr. Gordon has accrued an annual retirement benefit of \$80,000.

Directors who first became members of the Board of Directors prior to July 22, 2004 participate in our Death Benefit Program for Directors. Messrs. Gordon, Klein, Malone and Steinmann and Ms. Varet participate in this program. Under this program, each non-employee Director has an individual agreement that pays the Director (or the Director's beneficiary in the event of the Director's death) an annual amount equal to 100% of that Director's highest annual rate of cash compensation during the Director's service with the Board. The payments are made for 10 years beginning at the earlier of (a) the Director's being retired and having attained age 70 or (b) the Director's death. The program is funded by individual life insurance policies that we purchased on the lives of the Directors. In addition, non-employee Directors who first became members of the Board of Directors prior to July 27, 2005 have a group term life insurance benefit of \$50,000. We retain the right to terminate any of the individual agreements under certain circumstances.

Mandatory Retirement. The retirement policy for our Board of Directors prohibits a Director from standing for re-election following his or her 75th birthday.

Certain Relationships and Related Transactions. Mr. Hermance's son is employed by us in a non-executive officer capacity as a Divisional Vice President and received total compensation, as such amount is calculated for the named executive officers in the Summary Compensation Table on page 21, of approximately \$250,000 in 2008.

Under our written Related Party Transactions Policy, transactions that would require disclosure under SEC regulations must be approved in advance by the Audit Committee. Applicable SEC regulations generally require disclosure of all transactions since the beginning of a corporation's last fiscal year, or any currently proposed transaction, exceeding \$120,000 in which the corporation or any of its subsidiaries is participating and in which any of the following related persons had, or will have, a direct or indirect material interest: (1) any of the corporation's directors, director nominees, or executive officers, (2) any beneficial owner of more than 5% of the corporation's common stock and (3) any member of the immediate family of any of the foregoing persons. The term immediate family includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing the same household as the person.

Prior to entering into a transaction covered by the policy, the person proposing to enter into the transaction must provide a notice to our Vice President Corporate Compliance and Auditing, who must promptly forward the notice to the Chairman of the Audit Committee. Following such inquiry as the Audit Committee deems appropriate, the transaction is permissible if the Audit Committee finds that, notwithstanding the involvement of a related person, there is an appropriate business reason to approve the transaction.

The transaction described above was ratified by the Audit Committee under the policy.

ADVANCE NOTICE PROCEDURES

In accordance with our By-Laws, stockholders must give us notice relating to nominations for Director or proposed business to be considered at our 2010 Annual Meeting of Stockholders no earlier than January 20, 2010 nor later than February 19, 2010. These requirements do not affect the deadline for submitting stockholder proposals for inclusion in the proxy statement or for recommending candidates for consideration by the Corporate Governance/Nominating Committee, nor do they apply to questions a stockholder may wish to ask at the Annual Meeting. Stockholders may request a copy of the By-Law provisions discussed above from the Corporate Secretary, AMETEK, Inc., 37 North Valley Road Building 4, P.O. Box 1764, Paoli, PA 19301-0801.

STOCKHOLDER PROPOSALS FOR THE 2010 PROXY STATEMENT

To be considered for inclusion in the proxy statement for the 2010 Annual Meeting of Stockholders, stockholder proposals must be received at our executive offices no later than November 13, 2009.

REPORT OF THE AUDIT COMMITTEE

The responsibilities of the Audit Committee are set forth in its charter, which is accessible on AMETEK's Web site at www.ametek.com/investors. Among other things, the charter charges the Committee with the responsibility for reviewing AMETEK's audited financial statements and the financial reporting process. In fulfilling its oversight responsibilities, the Committee reviewed with management and Ernst & Young LLP, AMETEK's independent registered public accounting firm, the audited financial statements contained in AMETEK's 2008 Annual Report on Form 10-K and included in Appendix A to this Proxy Statement. The Committee discussed with Ernst & Young LLP the matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as amended.

In addition, the Committee received the written disclosures and letter from Ernst & Young LLP required by the Public Company Accounting Oversight Board Rule 3526, *Communication with Audit Committees Concerning Independence*, and has discussed with Ernst & Young LLP its independence.

The Committee discussed with AMETEK's internal auditors and Ernst & Young LLP the overall scope and plans for their respective audits. The Committee met with the internal auditors and Ernst & Young LLP, with and without management present, to discuss the results of their examinations, their evaluations of AMETEK's disclosure control process and internal control over financial reporting, and the overall quality of AMETEK's financial reporting. The Committee held eight meetings during the fiscal year ended December 31, 2008, which included telephone meetings prior to quarterly earnings announcements.

Based on the reviews and discussions referred to above, the Committee recommended to the Board of Directors, and the Board approved, the inclusion of the audited financial statements in AMETEK's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, for filing with the Securities and Exchange Commission.

Respectfully submitted,

The Audit Committee:

Sheldon S. Gordon, Chairperson

Steven W. Kohlhagen

James R. Malone

Dated: March 13, 2009

**ELECTION OF DIRECTORS
(Proposal 1 on Proxy Card)**

The nominees for election at this year's Annual Meeting are James R. Malone, Elizabeth R. Varet and Dennis K. Williams. Messrs. Malone and Williams and Ms. Varet have been nominated to serve as Class III Directors and, if elected, will serve until the Annual Meeting in 2012.

All proxies received will be voted for the election of the nominees unless the stockholder submitting the proxy gives other instructions. Nominees will be elected by holders of a plurality of shares represented either in person or by proxy at the Annual Meeting and entitled to vote. If any nominee is unable to serve, the shares represented by all valid proxies will be voted for the election of such other person as the Board may nominate, unless the Board determines to reduce the number of Directors.

The Directors' biographies are set forth on page 11.

Your Board of Directors Recommends a Vote FOR Each of the Nominees.

**RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
(Proposal 2 on Proxy Card)**

The Audit Committee has appointed the firm of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009. Ernst & Young LLP and its predecessor has served continuously as our independent auditors since our incorporation in 1930. Although action by stockholders on this matter is not required, the Audit Committee believes that it is appropriate to seek stockholder ratification of this appointment, and the Audit Committee may reconsider the appointment if the stockholders do not ratify it.

Fees billed to us by Ernst & Young LLP for services rendered in 2008 and 2007 totaled \$4,887,000 and \$4,562,000 respectively, and consisted of the following:

	2008	2007
Audit fees	\$ 4,764,000	\$ 4,451,000
Audit-related fees	62,000	80,000
Tax fees	59,000	24,000
All other fees	2,000	7,000
 Total	 \$ 4,887,000	 \$ 4,562,000

Audit fees includes amounts for statutory audits and attestation services related to our internal control over financial reporting for compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

The amounts shown for Audit-related fees include fees for audits of employee benefit plans.

The amounts shown for Tax fees relate to federal and state tax advice, acquisition tax planning, assistance with international tax compliance and international tax consulting.

The amounts shown for All other fees primarily relate to online accounting research subscriptions.

The affirmative vote of the holders of a majority of eligible shares present at the Annual Meeting, in person or by proxy, and voting on the matter is required to ratify the appointment of Ernst & Young LLP.

Representatives of Ernst & Young LLP will be present at the Annual Meeting. They will have an opportunity to make a statement if they desire and will be available to respond to appropriate questions.

Your Board of Directors Recommends a Vote FOR Ratification.

THE BOARD OF DIRECTORS

Unless we indicate otherwise, each Director has maintained the principal occupation described below for more than five years.

Class III: Nominees for election at this Annual Meeting for terms expiring in 2012:

JAMES R. MALONE Director since 1994	Founder and Managing Partner of Qorval LLC. President and Chief Executive Officer (from June 2005 to September 2005) and Chairman (from August 2005 to September 2005) of Cenveo, Inc. A Director of Regions Financial Corporation. Age 66.
ELIZABETH R. VARET Director since 1987	A Managing Director of American Securities Management L.P. and chairman of the corporate general partner of several affiliated entities. Age 65.
DENNIS K. WILLIAMS Director since 2006	Retired. President and Chief Executive Officer (from May 2000 to March 2005) and Chairman of the Board (from May 2000 to April 2006) of IDEX Corporation. A Director of Owens-Illinois, Inc. and Actuant Corporation. Age 63.

Class I: Directors whose terms continue until 2010:

CHARLES D. KLEIN Director since 1980	A Managing Director of American Securities Capital Partners, LLC and an executive officer of several affiliated entities. Age 70.
STEVEN W. KOHLHAGEN Director since 2006	Retired financial executive. A Director of the IQ Investment Advisors family of Merrill Lynch funds. Age 61.

Class II: Directors whose terms continue until 2011:

SHELDON S. GORDON Director since 1989	Chairman of Union Bancaire Privée International Holdings, Inc. and affiliated entities. A Director of Union Bancaire Privée and Gulfmark Offshore, Inc. Age 73.
FRANK S. HERMANCE Director since 1999	Chairman of the Board and Chief Executive Officer of AMETEK. A Director of IDEX Corporation. Age 60.
DAVID P. STEINMANN Director since 1993	A Managing Director of American Securities Management L.P. and an executive officer of several affiliated entities. Age 67.

EXECUTIVE OFFICERS

Officers are appointed by the Board of Directors to serve for the ensuing year and until their successors have been elected and qualified. Information about our executive officers as of March 6, 2009 is shown below:

Name	Age	Present Position with AMETEK
Frank S. Hermance	60	Chairman of the Board and Chief Executive Officer
John J. Molinelli	62	Executive Vice President Chief Financial Officer
Timothy N. Jones	52	President Electromechanical Group
John W. Hardin	44	President Electronic Instruments
David A. Zapico	44	President Electronic Instruments
Robert R. Mandos, Jr.	50	Senior Vice President and Comptroller

Frank S. Hermance's employment history with us and the other directorship that he currently holds are described under the section The Board of Directors on page 11. Mr. Hermance has 18 years of service with us.

John J. Molinelli was elected Executive Vice President Chief Financial Officer effective April 22, 1998. Mr. Molinelli has 40 years of service with us.

Timothy N. Jones was elected President Electromechanical Group effective February 1, 2006. Previously he served as Vice President and General Manager of our Process and Analytical Instruments Division from October 1999 to January 2006. Mr. Jones has 29 years of service with us.

John W. Hardin was elected President Electronic Instruments effective July 23, 2008. Previously he served as Senior Vice President and General Manager of the Aerospace and Defense Division from October 2004 to July 2008. He served as Vice President and General Manager of the Aerospace and Defense Division from October 2003 to October 2004. Mr. Hardin has 10 years of service with us. Mr. Hardin succeeded Robert W. Chlebek who retired on December 31, 2008.

David A. Zapico was elected President Electronic Instruments effective October 1, 2003. Previously he served as Vice President and General Manager of our Aerospace and Defense Division from July 1999 to October 2003. Mr. Zapico has 19 years of service with us.

Robert R. Mandos, Jr. was elected Senior Vice President effective October 1, 2004. Previously he served as Vice President from April 1998 until September 2004. He has served as our Comptroller since April 1996. Mr. Mandos has 27 years of service with us.

**EXECUTIVE COMPENSATION
COMPENSATION DISCUSSION AND ANALYSIS**

Introduction

In this Compensation Discussion and Analysis, we address the compensation paid or awarded to our executive officers listed in the Summary Compensation Table that immediately follows this discussion. We refer to these executive officers as our named executive officers.

2008 Compensation

Compensation Objectives

The compensation paid or awarded to our named executive officers for 2008 was designed to meet the following objectives:

Provide compensation that is competitive with compensation for other companies executive officers who provide comparable services, taking into account the size of our company or operating group, as applicable. We refer to this objective as competitive compensation.

Create a compensation structure under which a meaningful portion of total compensation is based on achievement of performance goals. We refer to this objective as performance incentives.

Encourage the aggregation and maintenance of meaningful equity ownership, and alignment of executive and stockholder interests. We refer to this objective as stakeholder incentives.

Provide an incentive for long-term continued employment with us. We refer to this objective as retention incentives.

We fashioned various components of our 2008 compensation payments and awards to meet these objectives as follows:

Type of Compensation	Objectives Addressed
Salary	Competitive Compensation
Short-Term Incentive Awards, Restricted Stock Awards and Stock Option Grants	Competitive Compensation, Performance Incentives, Stakeholder Incentives and Retention Incentives

Determination of Competitive Compensation

In assessing competitive compensation, we referenced data provided to us by our independent compensation consultant, Towers Perrin. We use the 50th percentile of the Towers Perrin general industry group (a collection of over 350 companies who have chosen to participate in the Towers Perrin survey) as a reference point. Our approach provides us reference information, allowing us to compete effectively in the marketplace for top talent, while providing us the flexibility to respond to our changing business conditions and the performance of each individual. We used the following process to determine a reference point for the compensation for each named executive officer in 2008:

We provided to the compensation consultant a detailed description of the responsibilities for each named executive officer.

The compensation consultant employed its standard methodology to provide reference compensation levels for comparable executives. Comparable executives are seasoned executives having similar responsibilities. The competitive compensation information was based on general industry data derived principally from the compensation consultant's executive compensation database. The data was size-adjusted to reflect the estimated revenues of our company and the relevant operating groups. The compensation consultant advised us that it used general industry data rather than data relating only to electronics and electronic component companies because

general industry data provides a much larger sampling of companies.

In considering the data provided by the compensation consultant, we believe that compensation is competitive if it is within a range of 20 percent above or 20 percent below the compensation reference points at the 50th percentile for comparable executives. We believe that variations within or outside this range typically occur due to differences in experience, responsibilities and performance.

Salaries

The salary amounts set forth in the Summary Compensation Table for 2008 reflect salary decisions made by the Compensation Committee of our Board of Directors in 2007 and 2008. Salary adjustments for Messrs. Hermance, Chlebek and Jones were effective on January 1, so that salary determinations made in 2007 affected their salaries for all of 2008. Salary adjustments for Messrs. Molinelli, Zapico and Hardin were effective on July 1, so that Compensation Committee determinations in 2007 and 2008 affected their salaries for the annual periods beginning on July 1, 2007 and July 1, 2008, respectively.

As a result of the salary adjustments approved in 2008, all named executive officers' salaries were within the competitive compensation guideline of 20 percent above or below salaries for comparable executives at the 50th percentile. The process utilized in 2007 to establish salaries for the named executive officers was similar to the process used in 2008, but was based on earlier data prepared by the compensation consultant.

Short-Term Incentive Program

The principal objective of our short-term incentive program is to provide a performance incentive. We set performance targets such that total cash compensation will be within 20 percent above or below the total cash compensation guideline at the 50th percentile for comparable executives. However, larger variations, both positive and negative, may result based on actual performance.

Under our short-term incentive program, we selected performance measures that, in some instances, differed among the named executive officers. These differences reflect the differing responsibilities of the executives. We also established targets for each performance measure.

The target goal for each non-discretionary measure in 2008 was derived from our 2008 budget. Consistent with past practice, the Compensation Committee can make adjustments on a case-by-case basis, such as for EPS and group operating income, as described below.

Diluted earnings per share (EPS) We believe that the paramount objective of a principal executive officer is to increase stockholder return significantly, and that for a large, well established industrial corporation, EPS is typically a key metric affecting share price. Therefore, we believe EPS is an excellent measure of our executive officers' performance. EPS results were adjusted to exclude the accelerated vesting that occurred in May of this year and the restructuring charge taken in the fourth quarter.

Internal sales growth This measure is applied either on a companywide basis, or, for our group presidents, with regard to their respective operating groups. We define internal sales growth as the year-to-year increase in revenues without giving effect to (i) increases in revenues from businesses that we have acquired but that have not had four full quarters of operations subsequent to the acquisition and (ii) foreign currency adjustments. We utilize the measure because we believe that we achieve a greater economic return from internal growth than through acquisitions.

Group operating income This measure applies to our group presidents with regard to their respective operating groups, and reflects adjustments deemed appropriate by the Compensation Committee. We believe this measure is a reliable indicator of operating group performance. Results were adjusted to exclude the restructuring charge that was taken in the fourth quarter. Other adjustments to operating unit income in 2008 were the elimination of specified expenditures for research and development and expenditures for projects to reduce our ongoing operating costs, and the inclusion of specified financing costs related to acquisitions. We eliminated research and development expenditures in connection with a project to support high-potential new development projects. These expenditures were not initially in the operating unit budgets, and we did not want to penalize the operating unit for pursuing what we believe to be an important company initiative. We eliminated expenditures for projects to reduce our ongoing operating costs because the expenditures were not in the operating unit budgets and we wanted to encourage support for these programs. We reduced operating unit income by the estimated amount of

interest

14

cost we incur on funds borrowed to finance an acquisition where the results of operations of the acquired business are included in the unit's operating results. We believe that reducing the operating unit income derived from an acquired business by these interest costs better reflects the contribution of the acquisition to the operating unit's performance.

Group operating working capital This measure represents inventory plus accounts receivable less accounts payable as a percentage of sales. We use this measure to encourage our group presidents to manage our working capital in a manner that increases cash available for investment. A lower working capital percentage is an indicator of a group president's success in increasing our cash resources.

Discretionary A small portion of each executive's award is based on discretionary factors that are deemed appropriate by the Compensation Committee. In the case of the group presidents, these factors take into account acquisition activity of their respective operating groups.

The weighting of performance measures for each named executive officer is set forth in the table below. The target award is payable upon achievement of 100 percent of a designated goal. Payment amounts increase from 0 percent to 200 percent of the target award in proportion to the increase from 80 percent to 120 percent of the goal with regard to each measure other than group internal growth and group operating working capital. Payment amounts with respect to those measures increase from 80 percent to 120 percent of the target award in proportion to the increase from 97 percent to 103 percent of the group internal growth goal and from 90 percent to 110 percent of the group operating working capital goal. The discretionary portions of the award opportunities are not subject to any specified formula.

Name	Performance Measure	Designated Goal	Actual Results	Performance		Actual Award	Actual Performance Measure
				Award Opportunity	Measure as a Percentage of Total Target		
Frank S. Hermance	Diluted Earnings Per Share	\$ 2.42	\$ 2.60	80%		\$878,016	137%
	Discretionary	100%	200%	20%		\$320,984	200%
John J. Molinelli	Diluted Earnings Per Share	\$ 2.42	\$ 2.60	70%		\$255,928	137%
	Internal Sales Growth	\$2,424,592,000	\$2,364,869,463	10%		\$ 4,769	18%
	Discretionary	100%	200%	20%		\$107,303	200%
Robert W. Chlebek	Diluted Earnings Per Share	\$ 2.42	\$ 2.60	35%		\$102,995	137%
	Group Internal Sales Growth	\$ 756,696,000	\$ 743,164,816	10%		\$ 8,664	40%
	Group Operating Income	\$ 192,773,000	\$ 202,579,713	35%		\$ 94,171	125%
	Group Working Capital	25.60%	26.50%	10%		\$ 13,909	65%
	Discretionary	100%	200%	10%		\$ 43,261	200%
David A. Zapico		\$ 2.42	\$ 2.60	35%		\$109,238	137%

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	Diluted Earnings Per Share					
	Group Internal Sales Growth	\$ 888,968,000	\$ 880,340,384	10%	\$ 15,390	68%
	Group Operating Income	\$ 186,826,000	\$ 205,564,846	35%	\$ 119,557	150%
	Group Working Capital	19.30%	20.00%	10%	\$ 14,499	64%
	Discretionary	100%	187.60%	10%	\$ 43,316	188%
	Diluted Earnings Per Share					
Timothy N. Jones	Share	\$ 2.42	\$ 2.60	35%	\$ 93,632	137%
	Group Internal Sales Growth	\$ 778,927,000	\$ 742,651,858	10%		0%
	Group Operating Income	\$ 128,523,000	\$ 117,664,293	35%	\$ 39,596	58%
	Group Working Capital	21.90%	23.40%	10%	\$ 6,144	32%
	Discretionary	100%	200%	10%	\$ 39,628	200%
	Diluted Earnings Per Share					
John W. Hardin	Share	\$ 2.42	\$ 2.60	28.9%	\$ 65,492	137%
	Group Internal Sales Growth	\$ 756,696,000	\$ 743,164,816	6%	\$ 3,960	40%
	Group Operating Income	\$ 192,773,000	\$ 202,579,713	20.9%	\$ 43,039	125%
	Group Working Capital	25.60%	26.50%	6%	\$ 6,357	65%
	Division Internal Sales Growth	\$ 501,767,000	\$ 496,977,360	4%	\$ 4,577	68%
	Division Operating Income	\$ 146,962,000	\$ 146,504,125	16.2%	\$ 26,434	98%
	Division Working Capital	26.50%	28.80%	4%	\$ 887	13%
	Discretionary	100%	200%	14%	\$ 47,454	200%

As a result of our actual outcomes with respect to the performance measures and the Committee's determinations with respect to the discretionary component, the award payments and the percentage of the aggregate target award represented by the award payments are as follows: Mr. Hermance, \$1,199,000 (150%); Mr. Molinelli, \$368,000 (138%); Mr. Chlebek, \$263,000 (122%); Mr. Zapico, \$302,000 (132%); Mr. Jones, \$179,000 (91%) and

Mr. Hardin, \$198,200 (119%). In accordance with SEC regulations, the award payments are reflected in two separate columns of the Summary Compensation Table. The discretionary awards for the named executive officers appear in the Bonus column. The other awards are reflected in the Non-Equity Incentive Plan Compensation column. The actual total cash compensation for the named executive officers, as a percentage of the dollar amount of total cash compensation at the 50th percentile reference point for comparable executives, ranged from 90% to 120%.

In providing a discretionary award to Mr. Hermance, the Compensation Committee considered our success with respect to our four growth strategies:

Operational Excellence Our operating income margin increased to 18.7 percent in 2008 from 18.1 percent in 2007, excluding the impact of the restructuring charge taken in the fourth quarter of 2008.

Global and market expansion We increased international sales by 16 percent in 2008 as compared to 2007.

Strategic acquisitions We completed seven acquisitions in 2008 that added approximately \$290 million in annualized revenue.

New products We introduced a number of new products that contributed to our revenue and profitability. In addition, the Compensation Committee recognized Mr. Hermance's role in the upgrading of our leadership talent. In the case of Mr. Molinelli, the Compensation Committee considered the same factors as those considered for Mr. Hermance, as well as improvement in our accounts receivable. The group presidents' discretionary awards reflected the Committee's assessment of acquisition activities for their respective operating groups.

Equity-Based Compensation

Our equity-based compensation in 2008 included awards of stock options and restricted stock. We used data provided by the compensation consultant in 2008 to establish target levels of equity-based compensation. These levels were based on a Black-Scholes model, with regard to long-term incentives at the 50th percentile for comparable executives, taking into account the scope of the named executive's responsibilities. In considering the data provided by the compensation consultant, we believe that an equity-based award is competitive if it is within 20 percent above or below the 50th percentile for comparable executives.

The Compensation Committee has the discretion to modify the actual award for each named executive from the target levels. In exercising its discretion, the Compensation Committee considered each executive's contribution to the success of the four growth strategies described above and the upgrading of our leadership talent in 2007. In April 2008, the Compensation Committee made awards to the named executive officers that were within the range of 20 percent above or below the targets described above, except for the award to Mr. Zapico. The Compensation Committee increased Mr. Zapico's award to 22% above the target in recognition of the outstanding performance in 2007 of the businesses under his supervision, including the businesses' excellent performance with respect to our four growth strategies.

We granted 50 percent of the long-term incentive award in the form of stock options, and 50 percent in the form of restricted stock. To determine the award size, we applied a Black-Scholes methodology. As a result, we awarded options and restricted stock to the named executive officers as set forth in the Grants of Plan-Based Awards table on page 23 under the column headings, All Other Option Awards: Number of Securities Underlying Options and All Other Stock Awards: Number of Shares of Stock or Units respectively.

The dollar amounts shown in the Summary Compensation Table under Option Awards and Stock Awards generally reflect the dollar amounts recognized for financial statement purposes in accordance with SFAS 123(R). Therefore, it includes amounts with respect to only a portion of the options and restricted stock granted in 2008, while also including amounts from earlier grants. See the footnotes to the Summary Compensation Table for further information.

Our options generally vest in equal annual increments on the first four anniversaries of the date of grant. We believe that these vesting terms provide to our executives a meaningful incentive for continued employment. For additional information regarding stock option terms, see the narrative accompanying the Grants of Plan-Based Awards table. We believe that the vesting provisions of our restricted stock also serve as an incentive for continued employment. However, to encourage performance that ultimately enhances stockholder value, we provide for immediate vesting of a restricted stock award 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 of grant.

Stock-Based Award Grant Practices

In October 2006, we adopted practices for the grant of stock-based awards. Among other things, these practices encompass the following principles:

The majority of stock-based awards are approved annually by the Compensation Committee on a pre-scheduled date, which occurs in close proximity to the date of our Annual Meeting of Stockholders.

The annual stock-based awards will not be made when the Compensation Committee is aware that executive officers or non-employee Directors are in possession of material, non-public information, or during quarterly or other specified blackout periods.

While stock-based awards other than annual awards may be granted to address, among other things, the recruiting or hiring of new employees and promotions, such awards will not be made to executive officers if the Committee is aware that the executive officers are in possession of material, non-public information, or during quarterly or other specified blackout periods.

The Compensation Committee has established that stock options are granted only on the date the Compensation Committee approves the grant and with an exercise price equal to the fair market value on the date of grant.

Backdating of stock options is prohibited.

Stock Ownership Guidelines

We believe that by encouraging our executives to maintain a meaningful equity interest in our company, we will align the interests of our executives with those of our stockholders. Mr. Hermance is required to hold a multiple of five times his base salary in our stock. The multiple for Messrs. Molinelli, Chlebek, Zapico, Jones and Hardin is three times base salary. Under our guidelines, an executive is expected to reach his or her stock ownership requirement within five years of being promoted to his or her position. As of December 31, 2008, each of our named executive officers, with the exception of Mr. Hardin, met his stock ownership guideline. Mr. Hardin's stock ownership guideline increased when he was promoted, and he is on track to meet his stock ownership requirement within the required timeframe.

Ongoing and Post-employment Agreements

We have several plans and agreements addressing compensation for our named executive officers that accrue value as the executive continues to work for us, provide special benefits upon certain types of termination events and provide retirement benefits. These plans and agreements were adopted and, in some cases, amended at various times over the past 25 years, and were designed to be a part of a competitive compensation package. Not all plans apply to each named executive officer, and the participants are indicated in the discussion below.

The Employees Retirement Plan This plan is a tax-qualified defined benefit plan available to all U.S.-based salaried employees who commenced employment with us prior to January 1, 1997. The plan pays annual benefits based on final average plan compensation and years of credited service. The amount of compensation that can be taken into account is subject to limits imposed by the Internal Revenue Code (\$230,000 in 2008), and the maximum annual benefits payable under the plan also are subject to Internal Revenue Code limits (\$185,000 in 2008). Messrs. Hermance, Molinelli, Zapico and Jones participate in The Employees Retirement Plan. See the Pension Benefits table and accompanying narrative for additional information.

The Retirement and Savings Plan This is a tax-qualified defined contribution plan under which our participating employees may contribute a percentage of specified compensation on a pretax basis. In the case of highly compensated employees, including the named executive officers, contributions of up to ten percent of eligible compensation can be made, subject to a limit mandated by the Internal Revenue Code, which was \$15,500 for 2008, or, if the participant was at least 50 years old, \$20,500. We provide a matching contribution equal to one-third of the first six percent of compensation contributed, subject to a maximum of \$1,200. A participant may invest the participant's contributions and matching contributions in one or more of a number of investment alternatives, including our Common Stock, and the value of a participant's account will be determined by the investment performance of the participant's account. No more than 25 percent of a participant's contributions can be invested in our Common Stock. All of the named executive officers participate in The Retirement and Savings Plan. Our matching contributions are included in the All Other Compensation column of the Summary Compensation Table.

Retirement Feature of The Retirement and Savings Plan The Retirement Feature is available to participants in The Retirement and Savings Plan who meet specified criteria, including ineligibility to participate in any of our defined benefit plans. Messrs. Chlebek and Hardin participate in the Retirement Feature. We make retirement contributions based on the total of a participant's age plus years of service. For Messrs. Chlebek and Hardin, we contributed an amount equal to five percent of their compensation subject to Social Security taxes and seven percent of their additional compensation. We also make an employer incentive retirement contribution equal to one percent of a participant's eligible compensation if the participant is contributing at least six percent of his or her compensation under the Retirement and Savings Plan. See the notes to the All Other Compensation column of the Summary Compensation Table for further information regarding our contributions to the Retirement Feature for the accounts of Messrs. Chlebek and Hardin.

Supplemental Executive Retirement Plan (SERP) This plan is a non-qualified deferred compensation plan that provides benefits for executives to the extent that their compensation cannot be taken into account under our tax-qualified plans because the compensation exceeds limits imposed by the Internal Revenue Code. We refer to the compensation that exceeds these limits as excess compensation. For 2008, compensation in excess of \$230,000 constitutes excess compensation. Under the SERP, each year we credit to the account of a participant an amount equal to 13% of the executive's excess compensation, which is then deemed to be invested in our Common Stock. Payout of an executive's account, which is subject to tax liability, occurs upon termination of the executive's employment and is made in shares of our Common Stock. Therefore, the ultimate value of the shares paid out under the SERP will depend on the performance of our Common Stock during the period an executive participates in the SERP. All of the named executive officers participate in the SERP. See the Non-qualified Deferred Compensation table and accompanying narrative for additional information.

Deferred Compensation Plan This plan provides an opportunity for executives to defer payment of their short-term incentive award to the extent that such award, together with other relevant compensation, constitutes excess compensation. In advance of the year in which the short-term incentive award will be paid, an executive may elect to defer all or part of his eligible incentive award into a notional investment in our Common Stock, in an interest-bearing account or in both. A participant generally may elect to have the value of his or her account distributed following retirement, either in a lump sum or in up to five annual installments, or in the form of an in-service distribution, payable either in a lump sum or in up to four annual installments commencing on a date specified by the participant in his or her distribution election. Payments may commence sooner upon the participant's earlier separation from service, upon the death of the participant, in the event of an unforeseeable financial emergency or upon a change of control. Payments from the notional Common Stock fund are made in shares of our Common Stock, while payments from the interest-bearing account are paid in cash.

Messrs. Hermance, Molinelli and Chlebek participate in the Deferred Compensation Plan. See the Non-qualified Deferred Compensation table and accompanying narrative for additional information.

Supplemental Senior Executive Death Benefit Program Under this program, Messrs. Hermance and Molinelli have entered into agreements that require us to pay death benefits to their designated beneficiaries and to pay benefits to them under certain circumstances during their lifetimes. If a covered executive dies before retirement or before age 65 while on disability retirement, the executive's beneficiary will receive monthly payments of up to \$8,333 from the date of the executive's death until the date he or she would have attained age 80. If a covered executive retires, or reaches age 65 while on disability retirement, the Program provides for a maximum benefit of \$100,000 per year for a period of 10 years. We have purchased insurance policies on the lives of Messrs. Hermance and Molinelli to fund our obligations under the program. See the Pension Benefits table and accompanying narrative for additional information.

2004 Executive Death Benefit Plan This plan provides for retirement benefits or, if the executive dies before retirement, a death benefit. Generally, if the executive dies before retirement, the executive's beneficiary will receive a monthly payment of \$8,333 until the participant would have reached age 80. If the executive retires (either at age 65 or after attaining age 55 with at least five years of service) the executive will be entitled to receive a distribution based on the value of his account in the plan, which is determined by gains or losses on, and death benefits received under, a pool of insurance policies that we own covering the lives of participants. Messrs. Chlebek, Zapico, Jones and Hardin participate in this plan. See the Non-qualified Deferred Compensation table and accompanying narrative for further information.

Change of Control Agreements We have change of control agreements with each of our executive officers, which are described under Potential Payments Upon Termination or Change of Control. We entered into these change of control agreements so that our executives can focus their attention and energies on our business during periods of uncertainty that may occur due to a potential change of control. In addition, we want our executives to support a corporate transaction involving a change of control that is in the best interests of our stockholders, even though the transaction may have an effect on the executive's continued employment with us. We believe these arrangements provide an important incentive for our executives to remain with us. Our agreement with each executive other than Mr. Hermance provides for payments and other benefits to the executive if we terminate the executive's employment without cause or if the executive terminates employment for good reason within two years following a change of control. Mr. Hermance's change of control agreement differs from those of the other named executive officers with respect to the amount of the payment and the scope of the benefits upon the change of control events and does not have the two-year limit applicable to the other executives following the change of control. Given the critical nature of his role as Chief Executive, his tenure with us, and our interest in retaining his services, we believe that it is appropriate to provide Mr. Hermance with this protection so that he is free to focus all of his attention on the growth and future of the Company, even in a period following a change of control. We believe that the incentive provided by these additional benefits is well worth any potential cost. For these same reasons, we also have agreed to provide payments and other benefits to Mr. Hermance if, outside of

the context of a change of control, we terminate his employment without cause or he terminates his employment for good reason. In addition, Mr. Hermance's agreement differs from the other agreements with respect to payments that exceed the limitations under Section 280G of the Internal Revenue Code. The other executives' agreements limit the payments made upon a change of control to the maximum amount that may be paid without an excise tax and loss of corporate tax deduction under Sections 4999 and 280G of the Internal Revenue Code. Mr. Hermance's agreement does not contain this limitation and instead provides that if the total payments to Mr. Hermance under

the terms of the agreement are subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, we will make an additional payment to Mr. Hermance. This payment is designed so that, after payment of all excise taxes and any other taxes payable in respect of the additional payment, Mr. Hermance will retain the same amount as if no excise tax had been imposed. See Tax Considerations below for further information regarding the excise tax reimbursement.

Tax Considerations

Under Section 162(m) of the Internal Revenue Code, a publicly held corporation may not deduct more than \$1 million in a taxable year for certain forms of compensation made to the chief executive officer and other officers listed on the Summary Compensation Table. Our policy is generally to preserve the federal income tax deductibility of compensation paid to our executives, and certain of our equity awards have been structured to preserve deductibility under Section 162(m). Nevertheless, we retain the flexibility to authorize compensation that may not be deductible if we believe it is in the best interests of our company. The compensation paid to our executives in 2008 was deductible, except for the portion resulting from vested shares. Though not deductible, the vesting of shares under the provisions of our stock award program aligns our executives' interests with the interests of our stockholders, and serves as a retention incentive.

As noted above, under Mr. Hermance's change of control agreement, our payments to Mr. Hermance will not be subject to limitations under Section 280G of the Internal Revenue Code, and therefore a portion of the payments will not be deductible. In addition, we will make an additional payment to Mr. Hermance if payments to him resulting from a change of control are subject to the excise tax imposed by Section 4999 of the Internal Revenue Code. We did not wish to have the provisions of Mr. Hermance's agreement serve as a disincentive to his pursuit of a change of control that otherwise might be in the best interests of our company and its stockholders. Accordingly, we determined to provide a payment to reimburse Mr. Hermance for any excise taxes payable in connection with the change-of-control payment, as well as any taxes that accrue as a result of our reimbursement. We believe that, in light of Mr. Hermance's outstanding record in enhancing value for our stockholders, this determination is appropriate.

Role of Executive Officers in Determining Executive Compensation For Named Executive Officers

In connection with 2008 compensation, Mr. Hermance, aided by our human resources department, provided statistical data and recommendations to the Compensation Committee to assist it in determining compensation levels.

Mr. Hermance did not make recommendations as to his own compensation. While the Compensation Committee utilized this information, and valued Mr. Hermance's observations with regard to other executive officers, the ultimate decisions regarding executive compensation were made by the Compensation Committee.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee reviewed and discussed with management the Compensation Discussion and Analysis required by Securities and Exchange Commission regulations. Based on its review and discussions, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted,

The Compensation Committee:

Charles D. Klein, Chairperson

James R. Malone

Elizabeth R. Varet

Dated: March 13, 2009

COMPENSATION TABLES
SUMMARY COMPENSATION TABLE 2008

The following table provides information regarding the compensation of our Chief Executive Officer, Chief Financial Officer and other four most highly compensated executive officers.

<i>Name and Principal Position</i>	<i>Year</i>	<i>Salary</i>	<i>Bonus</i>	<i>Change in Pension Value and Nonqualified Deferred Non-Equity Incentive</i>					<i>Total</i>
				<i>Stock Awards (1)</i>	<i>Option Awards (2)</i>	<i>Plan Compensation (3)</i>	<i>Earnings (Losses) (4)</i>	<i>All Other Compensation (5)</i>	
Frank S. Hermance Chairman of the Board and Chief Executive Officer	2008	\$800,000	\$320,984	\$8,658,008	\$1,226,110	\$878,016	\$ 79,223	\$297,082	\$12,259,423
	2007	740,000	296,000	3,683,817	1,236,216	851,000	92,024	417,117	7,316,174
	2006	700,000	280,000	3,119,931	1,291,890	952,000	84,247	383,942	6,812,010
John J. Molinelli Executive Vice President Chief Financial Officer	2008	390,000	107,303	317,062	312,415	260,697	121,235	78,828	1,587,540
	2007	355,000	97,000	391,942	304,350	277,000	75,213	74,396	1,574,901
	2006	330,000	89,000	237,695	330,469	308,000	107,293	87,815	1,490,272
Robert W. Chlebek President Electronic Instruments (Retired 12/31/08)	2008	330,000	43,261	228,258	468,882	219,739	(284,603)	81,493	1,087,030
	2007	310,000	41,000	301,166	273,327	232,000	186,846	80,032	1,424,371
	2006	300,000	19,600	189,323	276,087	250,400	133,889	69,833	1,239,132
David A. Zapico President Electronic Instruments	2008	337,500	43,316	251,961	241,297	258,684	(38,133)	72,529	1,167,154
	2007	310,000	41,000	309,247	230,712	296,000	35,318	74,518	1,296,795
	2006	285,000	19,700	186,411	201,292	323,300	26,117	71,183	1,113,003
Timothy N. Jones President Electromechanical Group	2008	300,000	39,628	186,925	180,829	139,372	(60,899)	41,869	827,724
	2007	277,000	32,900	209,992	161,785	192,100	65,612	43,799	983,188
	2006	247,527	21,400	118,078	141,703	222,600	42,084	44,954	838,346
John W. Hardin President Electronic Instruments (Elected 7/23/08)	2008	277,250	47,454	138,506	125,448	150,746	(37,021)	194,863	897,246

(1) The amounts shown for stock awards relate to restricted shares granted under our 1999 and

2002 Stock Incentive Plans. These amounts are equal to the dollar amounts recognized with respect to the stock awards for financial statement purposes, computed in accordance with SFAS 123(R), but without giving effect to estimated forfeitures related to service-based vesting conditions. For information regarding the number of shares subject to 2008 awards, other features of the awards and the grant date fair value of the awards, see the Grants of Plan-Based Awards table on page 23.

- (2) The amounts shown for option awards relate to shares granted under our 1999 and 2002 Stock Incentive Plans. These amounts are equal to the dollar amounts recognized with respect to the option awards

for financial statement purposes, computed in accordance with SFAS 123(R), but without giving effect to estimated forfeitures related to service-based vesting conditions. The assumptions used in determining the amounts in this column are set forth in note 9 to our consolidated financial statements on page 41 of Appendix A to this proxy statement. For information regarding the number of shares subject to 2008 awards, other features of those awards, and the grant date fair value of the awards, see the Grants of Plan-Based Awards table on page 23.

(Footnotes continue on following page.)

(3) Represents payments under our short-term incentive program based on achievement of companywide or operating group performance measures. See Compensation Discussion and Analysis 2008 Compensation Short-Term Incentive Program.

(4) Includes, for 2008, the aggregate change in actuarial present value of the accumulated benefit under defined benefit plans as follows:
Mr. Hermance, \$72,900;
Mr. Molinelli, \$120,200;
Mr. Zapico, \$8,900; and
Mr. Jones, \$21,300. Also includes earnings (losses) on non-qualified deferred compensation plans, to the extent required to be disclosed under SEC

regulations, as follows:

Mr. Hermance,

\$6,323;

Mr. Molinelli,

\$1,035;

Mr. Chlebek,

\$(284,603);

Mr. Zapico,

\$(47,033);

Mr. Jones,

\$(82,199); and

Mr. Hardin,

\$(37,021).

- (5) Included in All Other Compensation for 2008 are the following items that exceeded \$10,000:

our contributions under our defined contribution plans, including our Supplemental Executive Retirement Plan, as follows: Mr. Hermance, \$231,170; Mr. Molinelli, \$69,840; Mr. Chlebek, \$63,750; Mr. Zapico, \$54,435; Mr. Jones, \$33,570; and Mr. Hardin, \$39,458.

dividends on restricted stock and the interest on the dividend balance, which totaled \$26,194 for Mr. Hermance, and are subject to forfeiture if the related restricted stock does not vest.

perquisites, which totaled \$38,365 for Mr. Hermance; \$11,872 for Mr. Chlebek; \$12,809 for Mr. Zapico; and \$152,433 for Mr. Hardin. Perquisites included automobile allowances for all of the named executive officers, country club dues for Mr. Hermance, and relocation expense reimbursement for Mr. Hardin (in the amount of \$145,386).

GRANTS OF PLAN-BASED AWARDS 2008

The following table provides details regarding plan-based awards granted to the named executive officers in 2008.

Name	Grant Date	Estimated Possible Payouts Under			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options (4)	Exercise Price of Option Awards	Grant Date Fair Value of Stock and Option Awards (5)
		Threshold	Target	Maximum				
Frank S. Hermance	2/22/08 4/23/08		\$640,000	\$1,280,000				N/A \$2,971,160
John J. Molinelli	2/22/08 4/23/08		213,600	427,200				N/A 800,129
Robert W. Chlebek	2/22/08 4/23/08		193,500	387,000				N/A 457,257
David A. Zapico	2/22/08 4/23/08		205,200	410,400				N/A 571,548
Timothy N. Jones	2/22/08 4/23/08		175,500	351,000				N/A 457,257
John W. Hardin	4/23/08 7/23/08		53,760 89,100	107,520 178,200				222,852 198,680

(1) These targets were established under our short-term incentive program. See Compensation Discussion and Analysis 2008 Compensation Short-Term Incentive Program for information regarding the criteria applied in determining the amounts payable under

the awards.
There were no
threshold
amounts
payable under
the short-term
incentive
program. The
actual amounts
paid with
respect to these
awards are
included in the
Bonus and
Non-Equity
Incentive Plan
Compensation
columns in the
Summary
Compensation
Table on page
21. Targets
reflect the
October 1, 2008
salary for each
individual, as
required by the
program.

- (2) The stock
awards
constitute
restricted shares
granted under
our 2002 Stock
Incentive Plan.
These shares
become vested
on the earliest to
occur of (a) the
closing price of
our Common
Stock on any
five consecutive
days equaling or
exceeding
\$97.20 per
share, (b) the
death or
permanent
disability of the

grantee, (c) the termination of the grantee's employment with us in connection with a change of control, (d) the fourth anniversary of the date of grant, namely April 23, 2012, provided the grantee has been employed by us continuously through that date, or (e) the grantee's retirement from employment with us at or after age 55 and the completion of at least ten years of employment with us, in which case only a pro rata portion of the shares will become nonforfeitable and transferable based upon the time that has elapsed since the date of grant. Cash dividends are earned on the restricted shares but are not paid until the restricted shares vest. Until the restricted stock vests, the dividends

accrue interest at the 5-year Treasury note rate plus .5%, compounded quarterly.

- (3) The stock award constitutes restricted shares granted under our 2002 Stock Incentive Plan. These shares become vested on the earliest to occur of (a) the closing price of our Common Stock on any five consecutive days equaling or exceeding \$99.34 per share, (b) the death or permanent disability of the grantee, (c) the termination of the grantee's employment with us in connection with a change of control, (d) the fourth anniversary of the date of grant, namely July 23, 2012, provided the grantee has been employed by us continuously through that date, or (e) the grantee's retirement from employment with us at or

after age 55 and the completion of at least ten years of employment with us, in which case only a pro rata portion of the shares will become nonforfeitable and transferable based upon the time that has elapsed since the date of grant. Cash dividends are earned on the restricted shares but are not paid until the restricted shares vest. Until the restricted stock vests, the dividends accrue interest at the 5-year Treasury note rate plus .5%, compounded quarterly.

(Footnotes continue on following page.)

- (4) The option awards constitute stock options granted under our 1999 and 2002 Stock Incentive Plans. Stock options become exercisable as to 25% of the underlying shares on each of the first four anniversaries of the date of grant. Options generally become fully exercisable in the event of the grantee's death or permanent disability, normal retirement or termination of employment in connection with a change of control.
- (5) The grant date fair value is computed in accordance with SFAS 123(R), but without giving effect to estimated forfeitures related to service-based vesting conditions. The assumptions used in determining the

grant date fair value of option awards in this column are set forth in note 9 to our consolidated financial statements on page 41 of Appendix A to this proxy statement.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2008

The following table provides details regarding outstanding equity awards for the named executive officers at December 31, 2008.

Name	Option Grant Date	Option Awards (1)		Option Exercise Price	Option Expiration Date	Stock Awards (2)	
		Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable			Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested (3)
Frank S. Hermance	5/22/2002	210,000		\$12.54667	5/21/2009	113,450	\$3,427,325
	5/20/2003	240,000		12.04167	5/19/2010		
	5/18/2004	178,995		17.45000	5/17/2011		
	9/22/2004	84,127		20.27000	9/21/2011		
	4/27/2005	97,931	32,644	25.28667	4/26/2012		
	4/26/2006	63,307	63,308	33.26667	4/25/2013		
	4/24/2007	31,887	95,663	36.44000	4/23/2014		
	4/23/2008		129,490	48.60000	4/22/2015		
John J. Molinelli	5/20/2003	90,000		12.04167	5/19/2010	27,615	834,249
	5/18/2004	39,375		17.45000	5/17/2011		
	9/22/2004	37,020		20.27000	9/21/2011		
	4/27/2005	20,902	6,968	25.28667	4/26/2012		
	4/26/2006	13,995	13,995	33.26667	4/25/2013		
	4/24/2007	7,687	23,063	36.44000	4/23/2014		
	4/23/2008		34,870	48.60000	4/22/2015		
Robert W. Chlebek	9/22/2004	7,050		20.27000	9/21/2011	18,470	557,979
	4/27/2005		6,034	25.28667	4/26/2012		
	4/26/2006		11,243	33.26667	4/25/2013		
	4/24/2007		15,000	36.44000	4/23/2014		
	4/23/2008		19,930	48.60000	4/22/2015		
David A. Zapico	5/18/2004	7,500		17.45000	5/17/2011	21,650	654,047
	9/22/2004	18,200		20.27000	9/21/2011		
	4/27/2005	17,111	5,704	25.28667	4/26/2012		

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	4/26/2006	11,242	11,243	33.26667	4/25/2013		
	4/24/2007	6,430	19,290	36.44000	4/23/2014		
	4/23/2008		24,910	48.60000	4/22/2015		
Timothy N. Jones	5/18/2004	8,170		17.45000	5/17/2011	18,470	557,979
	9/22/2004	20,565		20.27000	9/21/2011		
	4/27/2005	7,560	2,520	25.28667	4/26/2012		
	4/26/2006	11,242	11,243	33.26667	4/25/2013		
	4/24/2007	5,000	15,000	36.44000	4/23/2014		
	4/23/2008		19,930	48.60000	4/22/2015		
John W. Hardin	9/22/2004	5,876		20.27000	9/21/2011	13,410	405,116
	4/27/2005		3,203	25.28667	4/26/2012		
	4/26/2006		6,099	33.26667	4/25/2013		
	4/24/2007		7,415	36.44000	4/23/2014		
	4/23/2008		9,712	48.60000	4/22/2015		

(1) All option grants become exercisable as to 25% of the underlying shares on each of the first four anniversaries of the dates of grant.

- (2) The following table sets forth grant and vesting information for the outstanding restricted stock awards for all named executive officers:

<i>Name</i>	<i>Grant Date</i>	<i>Number of Shares or Units of Stock That Have Not Vested</i>	<i>Vesting Date</i>	<i>Price-Related Event for Accelerated Vesting*</i>
Frank S. Hermance	4/26/2006	37,500	4/26/2010	\$ 66.14
	4/24/2007	40,340	4/24/2011	72.88
	4/23/2008	35,610	4/23/2012	97.20
John J. Molinelli	4/26/2006	8,295	4/26/2010	66.14
	4/24/2007	9,730	4/24/2011	72.88
	4/23/2008	9,590	4/23/2012	97.20
Robert W. Chlebek	4/26/2006	6,660	4/26/2010	66.14
	4/24/2007	6,330	4/24/2011	72.88
	4/23/2008	5,480	4/23/2012	97.20
David A. Zapico	4/26/2006	6,660	4/26/2010	66.14
	4/24/2007	8,140	4/24/2011	72.88
	4/23/2008	6,850	4/23/2012	97.20
Timothy N. Jones	4/26/2006	6,660	4/26/2010	66.14
	4/24/2007	6,330	4/24/2011	72.88
	4/23/2008	5,480	4/23/2012	97.20
John W. Hardin	4/26/2006	3,612	4/26/2010	66.14
	4/24/2007	3,127	4/24/2011	72.88
	4/23/2008	2,671	4/23/2012	97.20
	7/23/2008	4,000	7/23/2012	99.34

* The price-related event for accelerated vesting of the restricted stock

awards will occur if the closing price per share of our Common Stock for five consecutive trading days is equal to at least two times the closing price per share on the date of grant.

- (3) The dollar values are based on the closing price of our Common Stock on December 31, 2008 (\$30.21). Cash dividends will be earned but will not be paid until the restricted shares vest. The dividends will be payable at the same rate as dividends to holders of our outstanding Common Stock. Until the restricted stock vests, the dividends accrue interest at the 5-year Treasury note rate plus .5%, compounded quarterly.

OPTION EXERCISES AND STOCK VESTED 2008

The following table provides information regarding option exercises and vesting of restricted stock awards for the named executive officers in 2008.

<i>Option Awards</i>	<i>Stock Awards</i>
<i>Number of</i>	<i>Number of</i>

<i>Name</i>	<i>Shares Acquired on Exercise</i>	<i>Value Realized on Exercise (1)</i>	<i>Shares Acquired on Vesting</i>	<i>Value Realized on Vesting (2)</i>
Frank S. Hermance			571,080	\$30,616,037
John J. Molinelli	82,500	\$3,041,111	9,840	527,530
Robert W. Chlebek	48,893	1,054,089	8,520	456,764
David A. Zapico	32,500	1,029,879	8,055	431,835
Timothy N. Jones	6,750	212,344	3,570	191,390
John W. Hardin	22,148	516,704	4,530	242,857

(1) The value realized on exercise is equal to the difference between the market price of the shares acquired upon exercise and the option exercise price for the acquired shares.

(2) On May 16, 2008, the price-related event for accelerated vesting of the restricted stock granted on April 27, 2005 occurred. The total value realized on vesting is equal to (1) the closing price per share of our Common Stock on May 16, 2008 (\$52.98) multiplied by the number of shares acquired on vesting, minus the par value per share paid by the named executive, (2)

the dividends
accrued since
the date of
award, and
(3) the interest
accrued on these
dividends.

PENSION BENEFITS 2008

We have the following defined benefit plans in which some or all of our named executive officers participate:

The Employees Retirement Plan This plan is a qualified defined benefit pension plan that provides retirement benefits to our U.S.-based salaried employees who commenced employment with us prior to January 1, 1997. The plan pays benefits based upon eligible final average plan compensation and years of credited service. Compensation in excess of a specified amount prescribed by the Department of the Treasury (\$230,000 for 2008) is not taken into account under the Retirement Plan. Messrs. Chlebek and Hardin, who joined us after January 1, 1997, are not eligible to participate in The Employees Retirement Plan, but instead are eligible to participate in the Retirement Feature of the AMETEK Retirement and Savings Plan, a defined contribution plan.

Annual benefits earned under The Employees Retirement Plan are computed using the following formula:

$$(A + B) \times C \times 1.02$$

where:

A = 32.0% of eligible compensation not in excess of Social Security covered compensation plus 40.0% of eligible compensation in excess of Social Security covered compensation, times credited service at the normal retirement date (maximum of 15 years) divided by 15;

B = 0.5% of eligible plan compensation times credited service at the normal retirement date in excess of 15 years (maximum of ten years); and

C = current credited service divided by credited service at the normal retirement date.

Participants may retire as early as age 55 with 10 years of service. Unreduced benefits are available when a participant attains age 65 with 5 years of service. Otherwise, benefits are reduced 6.67% for each year by which pension commencement precedes the attainment of age 65. Pension benefits earned are distributed in the form of a lifetime annuity. Messrs. Hermance and Molinelli are eligible for early retirement under the plan.

Supplemental Senior Executive Death Benefit Program Under this program, we have entered into individual agreements with Messrs. Hermance and Molinelli that require us to pay death benefits to their designated beneficiaries and to pay lifetime benefits to them under specified circumstances. If a covered executive dies before retirement or before age 65 while on disability retirement, the executive's beneficiary will receive monthly payments of up to \$8,333 from the date of the executive's death until the date he would have attained age 80. If a covered executive retires, or reaches age 65 while on disability retirement, the program provides for an annual benefit of up to a maximum of \$100,000 per year, or an aggregate of \$1,000,000. The benefit is payable monthly over a period of ten years to the executive or the executive's beneficiary. The payments will commence for retirees at age 70 or death, whichever is earlier. However, if the executive retires after age 70, the payments commence on retirement. To fund benefits under the Program, we have purchased individual life insurance policies on the lives of certain of the covered executives. We retain the right to terminate all of the Program agreements under designated circumstances.

The following table provides details regarding the present value of accumulated benefits under the plans described above for the named executive officers in 2008.

<i>Name</i>	<i>Plan Name</i>	<i>Number of Years Credited Service at December 31, 2008</i>	<i>Present Value of Accumulated Benefit (1)</i>	<i>Payments During 2008</i>
Frank S. Hermance	The Employees Retirement Plan	17	\$593,100	
	Supplemental Senior Executive Death Benefit Plan	12	394,500	
John J. Molinelli	The Employees Retirement Plan	39	934,500	
	Supplemental Senior Executive Death Benefit Plan	12	316,500	
Robert W. Chlebek	N/A	N/A	N/A	
David A. Zapico	The Employees Retirement Plan	19	123,300	
Timothy N. Jones	The Employees Retirement Plan	29	295,200	
John W. Hardin	N/A	N/A	N/A	

(1) The amounts shown in the Pension Benefit Table above are actuarial present values of the benefits accumulated through December 31, 2008. We used the following assumptions in quantifying the present value of the accumulated benefit: discount rate 6.50%; limitation on eligible annual compensation

under the
Internal
Revenue Code
\$230,000;
limitation on
eligible annual
benefits under
the Internal
Revenue Code
\$185,000;
retirement age
65; termination
and disability
rates none;
form of
payment single
life annuity;
RP-2000
mortality table,
as adjusted.

NON-QUALIFIED DEFERRED COMPENSATION 2008

We have the following non-qualified deferred compensation plans in which our named executive officers participate:

Supplemental Executive Retirement Plan (SERP) This plan provides benefits for executives to the extent that their compensation cannot be taken into account under our tax-qualified plans because the compensation exceeds limits imposed by the Department of the Treasury (\$230,000 in 2008). Under the SERP, each year we credit to the account of a participant an amount equal to 13% of the executive's compensation that exceeds the Department of the Treasury limits, which is then deemed to be invested in our Common Stock. Payout of an executive's account occurs upon termination of the executive's employment and is made in shares of our Common Stock. Therefore, the ultimate value of the shares paid out under the SERP will depend on the performance of our Common Stock during the period an executive participates in the SERP.

Deferred Compensation Plan This plan provides an opportunity for executives to defer payment of their short-term incentive award to the extent that such award, together with other relevant compensation, exceeds limits imposed by the Department of the Treasury (\$230,000 in 2008). In advance of the year in which the short-term incentive award will be paid, an executive may elect to defer all or part of his eligible incentive award. The monies are invested in one of two notional accounts, a Common Stock fund and an interest-bearing fund. A participant generally may elect to have the value of his or her account distributed following retirement, or while in service, as specified by the participant in his or her deferral election. Payments may commence earlier upon the participant's earlier separation from service, upon the death of the participant, in the event of an unforeseeable financial emergency or upon a change of control, as defined in the plan. Payments from the notional Common Stock fund are made in shares of our Common Stock, while payments from the interest-bearing account are paid in cash.

2004 Executive Death Benefit Plan Under this plan, we provide a retirement benefit to Messrs. Chlebek, Zapico, Jones and Hardin. The retirement benefit under this plan is designed to provide the lump sum necessary to deliver 20% of the executive's final projected annual salary paid annually for 10 years, on a present value basis at age 70. However, the actual benefit will vary based on the gains and losses from the underlying investments in a pool of insurance policies that we own covering the lives of the participants; and on death benefits received from these same policies. The maximum salary on which the benefit can be based is \$500,000. If the covered executive dies while actively employed or while disabled and before age 65, the executive's beneficiaries will receive monthly payments from the date of the executive's death until the executive would have attained age 80.

The following table provides details regarding non-qualified deferred compensation for the named executive officers in 2008.

<i>Name</i>	<i>Executive Contributions in Last Fiscal Year</i>	<i>Registrant Contributions in Last Fiscal Year (1)</i>	<i>Aggregate Earnings (Losses) in Last Fiscal Year (2)</i>	<i>Aggregate Withdrawals/ Distributions</i>	<i>Aggregate Balance at Last Fiscal Year-End (3)</i>
Frank S. Hermance	\$ 1,130,369	\$ 229,970	\$ (1,655,436)		\$ 12,960,210
John J. Molinelli	184,289	68,640	(690,548)		2,929,359
Robert W. Chlebek	180,258	48,490	(658,467)		1,697,918
David A. Zapico		53,235	(220,199)		379,809
Timothy N. Jones		32,370	(172,629)		205,737
John W. Hardin		26,498	(74,502)		94,541

(1) Includes for each named executive officer the following amounts that are also reported in the Summary Compensation Table on page 21:
Mr. Hermance, \$229,970;
Mr. Molinelli, \$68,640; Mr. Chlebek, \$48,490;
Mr. Zapico, \$53,235;
Mr. Jones, \$32,370; and
Mr. Hardin, \$26,498.

(2) Includes for each named executive officer the following amounts that are also reported in the Summary Compensation Table on page 21:
Mr. Hermance, \$6,323;
Mr. Molinelli, \$1,035; Mr. Chlebek, \$(284,603);
Mr. Zapico, \$(47,033);
Mr. Jones, \$(82,199); and
Mr. Hardin, \$(37,021).

- (3) Includes for each named executive officer the following amounts that were reported as compensation in the Summary Compensation Table in previous years:
- Mr. Hermance, \$8,670,272;
 - Mr. Molinelli, \$1,668,486;
 - Mr. Chlebek, \$1,395,804;
 - Mr. Zapico, \$264,307; and
 - Mr. Jones, \$160,851.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

In this section, we describe payments that may be made to our named executive officers upon several events of termination, including termination in connection with a change of control. The information in this section does not include information relating to the following:

- distributions under The Employees Retirement Plan and distributions, other than death benefits, under the Supplemental Senior Executive Death Benefit Plan see Pension Benefits 2008 for information regarding these plans,
- distributions under the Supplemental Executive Retirement Plan and the Deferred Compensation Plan and distributions, other than death benefits, under the 2004 Executive Death Benefit Plan see Nonqualified Deferred Compensation 2008 for information regarding these plans,
- other payments and benefits provided on a nondiscriminatory basis to salaried employees generally upon termination of employment, including tax-qualified defined contribution plans, and
- short-term incentive payments that would not be increased due to the termination event.

The following items are reflected in the summary table on page 32. The payment amounts reflect the payments that would have been due to the named executive officers had the termination or change of control event occurred on December 31, 2008.

Change of Control Agreements. Under our change of control agreements with our named executive officers other than Mr. Hermance, in the event that a named executive officer's employment is terminated by us without cause or by the named executive officer for good reason within two years beginning on the effective date of a change of control, the executive officer will receive: (1) 2.99 times the sum of (a) the executive officer's base salary in effect on the last day of the fiscal year immediately preceding the effective date of the change of control and (b) the greater of the target bonus for the fiscal year in which the change of control occurred or the average of the bonus received for the two previous fiscal years; all cash payments will be paid when permitted under Section 409A of the Code, namely, on the first day of the seventh month following the termination date; and (2) continuation of health benefits until the earliest to occur of Medicare eligibility, coverage under another group health plan without a pre-existing condition limitation, the expiration of ten years, or the executive officer's death. Payments to executive officers other than Mr. Hermance under the change of control agreements will be reduced, if necessary, to prevent them from being subject to the limitation on deductions under Section 280G of the Internal Revenue Code. The Compensation Committee selected the 2.99 times multiple of salary and bonus to reflect competitive market levels for such agreements and, except in the case of Mr. Hermance, the amount payable is subject to limitations designed to minimize the payment of any excise taxes by us.

Generally, a change of control is deemed to occur under the change of control agreements if: (1) any person or more than one person acting as a group acquires ownership of stock which constitutes more than 50 percent of the total fair market value or total voting power of our stock; (2) any person or more than one person acting as a group acquires (during the 12-month period ending on the date of the most recent acquisition) ownership of stock possessing 30 percent or more of the total fair market value or total voting power of our stock; (3) a majority of Board members are replaced during any 12-month period by directors whose election is not endorsed by a majority of the members of the Board; or (4) any person or more than one person acting as a group acquires assets from us having a total fair market value of not less than 40 percent of the total fair market value of all of our assets immediately prior to the acquisition.

A termination for good reason generally means a termination initiated by the executive officer in the event of: (1) our noncompliance with the change of control agreement; (2) any involuntary reduction in the executive officer's authority, duties or responsibilities that were in effect immediately prior to the change of control; (3) any involuntary reduction in the executive officer's total compensation that was in effect immediately prior to the change of control; or (4) any transfer of the executive officer without the executive officer's consent of more than 50 miles from the executive officer's principal place of business immediately prior to the change of control other than on a temporary basis (less than 6 months).

A termination for cause would result from misappropriation of funds, habitual insobriety or substance abuse, conviction of a crime involving moral turpitude, or gross negligence in the performance of duties that has a material adverse effect on our business, operations, assets, properties or financial condition.

Under our change of control agreement with Mr. Hermance, in the event that his employment is terminated by us without cause or by Mr. Hermance for good reason in anticipation of, or following, a change of control, he will receive: (1) a lump sum payment equal to the sum of (a) 2.99 times the sum of Mr. Hermance's base salary for the year prior to the year in which his termination occurs and (b) his targeted bonus for the year in which he is terminated or, if the amount of the targeted bonus is not known, the average of his bonuses for the two years preceding the year in which his termination occurs; all cash payments will be paid when permitted under Section 409A of the Code, namely, on the first day of the seventh month following the termination date; (2) continuation of health benefits, disability insurance and death benefits until the earliest of (a) the end of the tenth year following the year of the separation from service; (b) Medicare eligibility; (c) commencement of new employment where Mr. Hermance can participate in similar plans or programs without a pre-existing condition limitation; or (d) death; and (3) use of an automobile and reimbursement of reasonable operating expenses, and continued reimbursement of country club dues, in each case until the second anniversary of his termination or, if earlier, his death.

In addition, upon a change of control, or upon Mr. Hermance's termination without cause or resignation for good reason in anticipation of a change of control, (1) all of his restricted stock awards and stock options immediately vest; (2) all stock options, other than incentive stock options, will be exercisable for one year following his termination, or, if earlier, the stated expiration date of the stock option; and (3) if Mr. Hermance becomes subject to excise taxes under Section 4999 of the Internal Revenue Code because our change of control payments to him are subject to the limitations on deductions under Section 280G of the Internal Revenue Code, he will be reimbursed for those excise taxes and any additional taxes payable by him as a result of the reimbursement.

Generally, a change of control is deemed to occur under Mr. Hermance's change of control agreement upon: (1) the acquisition by any person or group of 20 percent or more of our total voting stock; (2) the acquisition by us, any executive benefit plan, or any entity we establish under the plan, acting separately or in combination with each other or with other persons, of 50 percent or more of our voting stock, if after such acquisition our Common Stock is no longer publicly traded; (3) the death, resignation or removal of our Directors within a two-year period, as a result of which the Directors serving at the beginning of the period and Directors elected with the advance approval of two-thirds of the Directors serving at the beginning of the period constitute less than a majority of the Board; (4) the approval by the shareholders of (a) a merger in which the shareholders no longer own or control at least 50 percent of the value of our outstanding equity or the combined voting power of our then outstanding voting securities, or (b) a sale or other disposition of all or substantially all of the Company's assets. A termination is deemed to be in anticipation of a change of control if it occurs during the 90 days preceding the change of control and the substantial possibility of a change of control was known to Mr. Hermance and a majority of the Directors.

Good reason and cause are defined in Mr. Hermance's agreement in substantially the same manner as in the other executive officers' change of control agreements.

Payments and other benefits under the change of control agreements would have been in the following amounts if the event requiring payment occurred on December 31, 2008: Lump sum payments—Mr. Hermance, \$4,604,600; Mr. Molinelli, \$2,215,590; Mr. Chlebek, \$1,728,220; Mr. Zapico, \$1,927,055; Mr. Jones, \$1,432,210; Mr. Hardin, \$1,291,381. Health and disability benefits—Mr. Hermance, \$106,556; Mr. Molinelli, \$67,400; Mr. Zapico, \$64,500; Mr. Jones, \$154,500; Mr. Hardin, \$186,000. Perquisites—Mr. Hermance, \$81,383 (including use of an automobile and operating expenses in the amount of \$59,691; and country club fees). The benefits Mr. Hermance receives upon acceleration of his equity grants in connection with a change of control are quantified below under Acceleration of Vesting Provisions Pertaining to Stock Options and Restricted Stock.

In addition, Mr. Hermance's change of control agreement generally provides that in the event his employment is terminated by us without cause or by Mr. Hermance for good reason, in either case prior to and other than in anticipation of or following a change of control, he would receive the same benefits as he would receive in connection with a change of control, as described above, except: (1) the portion of the lump sum payment based on a multiple of salary will be equal to two times, rather than 2.99 times, base salary and (2) the continuation of health benefits,

disability benefits and death benefits cannot exceed a maximum of two years from the termination of his employment, rather than ten years.

Payments and other benefits to Mr. Hermance under this provision include the following: Lump sum payments, \$3,080,000; stock option grant vesting acceleration, \$160,717; restricted stock award vesting acceleration, \$3,475,633; health and disability insurance benefits, \$42,938; perquisites, \$81,383 (including use of an automobile and operating expenses in the amount of \$59,691; and country club fees).

Acceleration of Vesting Provisions Pertaining to Stock Options and Restricted Stock. Under our stock incentive plans, outstanding stock options generally will vest immediately upon the occurrence of any of the following events: (1) the holder's retirement after age 65, following two years of service with us; (2) the death of the holder; or (3) the holder's termination of employment following a change of control. Benefits relating to accelerated vesting of stock options in connection with termination following a change of control (or, in the case of Mr. Hermance, in anticipation of, or upon a change of control), or upon normal retirement or death is as follows: Mr. Hermance, \$160,717; Mr. Molinelli, \$34,306; Mr. Chlebek, \$29,707; Mr. Zapico, \$28,083; Mr. Jones, \$12,407; Mr. Hardin, \$15,769. The value of the accelerated vesting benefit equals the number of shares as to which the stock options would vest on an accelerated basis upon the occurrence of the specified termination or change of control event, multiplied by the difference between the closing price per share of our Common Stock on December 31, 2008 and the exercise price per share for the affected options.

Outstanding restricted stock generally will vest immediately upon the occurrence of either of the following events: (1) the holder's death or disability; or (2) the holder's termination of employment following a change of control. Benefits relating to accelerated vesting of restricted stock in connection with termination following a change of control (or, in the case of Mr. Hermance, in anticipation of, or upon a change of control), or upon disability or death are as follows: Mr. Hermance, \$3,475,633; Mr. Molinelli, \$845,595; Mr. Chlebek, \$566,044; Mr. Zapico, \$663,143; Mr. Jones, \$566,044; Mr. Hardin, \$409,786. Benefits in connection with other events of termination addressed in the table below are as follows: Mr. Hermance, \$1,466,941; Mr. Molinelli, \$343,465; Mr. Chlebek, \$245,599; Mr. Zapico (normal retirement only), \$275,648; Mr. Jones (normal retirement only), \$245,599; Mr. Hardin (normal retirement only), \$140,404. The value of the accelerated vesting benefit equals the number of shares of restricted stock that would vest on an accelerated basis on the occurrence of the specified termination or change of control event times the closing price per share of our Common Stock on December 31, 2008.

Our incentive plans define "change of control" in substantially the same manner as the change of control agreements relating to our executives other than Mr. Hermance.

Death Benefits. Death benefits are payable to Messrs. Hermance and Molinelli under our Supplemental Senior Executive Death Benefit Plan, as described under "Pension Benefits" 2008. Death benefits are payable to Messrs. Chlebek, Zapico, Jones and Hardin under our 2004 Executive Death Benefit Plan, as described under "Nonqualified Deferred Compensation" 2008.

The amount of death benefits payable to each of the named executive officers in the event of his death would have been as follows on December 31, 2008: Mr. Hermance, \$1,134,300; Mr. Molinelli, \$748,000; Mr. Chlebek, \$964,700; Mr. Zapico, \$1,414,400; Mr. Jones, \$1,307,900; Mr. Hardin, \$1,420,500.

Summary Table. The following table summarizes the amounts payable to each of the named executive officers based on the items described above with respect to each of the events set forth in the table. As used in the table below, "change of control" refers to payment or other benefit events occurring upon a change of control or in connection with a termination related to a change of control, as applicable.

Name	Voluntary Termination/Early Retirement/		Involuntary Not For Cause Termination		Change of Control	Disability	Death
	Termination For Cause	Normal Retirement	Cause Termination	Change of Control			
Frank S. Hermance	\$ 1,466,941	\$ 1,627,658	\$ 6,840,671	\$ 8,428,889	\$ 3,475,633	\$ 4,770,650	
John J. Molinelli	343,465	377,771	343,465	3,162,891	845,595	1,627,901	

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Robert W. Chlebek	245,599	275,306	245,599	2,323,972	566,044	1,560,452
David A. Zapico		303,730		2,682,781	663,143	2,105,626
Timothy N. Jones		258,006		2,165,161	566,044	1,886,351
John W. Hardin		156,174		1,902,936	409,786	1,846,055
			32			

**STOCK OWNERSHIP OF
EXECUTIVE OFFICERS AND DIRECTORS**

The Compensation Committee of the Board of Directors approved stock ownership guidelines for all executive officers, and reviews stock ownership on an annual basis. See Compensation Discussion and Analysis Stock Ownership Guidelines on page 17 for a discussion of stock ownership guidelines for our named executive officers. The Board of Directors established stock ownership guidelines for non-employee Directors in order to more closely link their interests with those of stockholders. Under the guidelines, each non-employee Director is expected to own, by the end of a five-year period, shares of our Common Stock having a value equal to at least five times the Director's annual cash retainer. Each non-employee Director other than Mr. Williams, who was first elected to the Board of Directors in 2006, has exceeded his or her required stock ownership level of five times his or her annual retainer. The following table shows the number of shares of Common Stock that the Directors and all executive officers as a group beneficially owned, and the number of deemed shares held for the account of the executive officers under the Supplemental Executive Retirement Plan (SERP) as of February 2, 2009.

Name	Outstanding		Number of Shares and Nature of Ownership (1)			Total Beneficial and SERP Ownership
	Shares Beneficially Owned	Right to Acquire (2)	Total	Percent of Class	SERP	
Sheldon S. Gordon	126,805	11,057	137,862	*		137,862
John W. Hardin	22,428	5,876	28,304	*	3,129	31,433
Frank S. Hermance	1,000,452	906,247	1,906,699	1.8%	135,646	2,042,345
Timothy N. Jones	53,157	52,537	105,694	*	6,567	112,261
Charles D. Klein (3) Steven W. Kohlhagen	148,005 18,430	11,057 2,882	159,062 21,312	* *		159,062 21,312
James R. Malone	58,805	11,057	69,862	*		69,862
John J. Molinelli	258,061	208,979	467,040	*	48,959	515,999
David P. Steinmann (4)	223,741	4,195	227,936	*		227,936
Elizabeth R. Varet (5)	633,266	11,057	644,323	*		644,323
Dennis K. Williams	3,430	2,882	6,312	*		6,312
David A. Zapico	69,400	60,483	129,883	*	12,302	142,185
Directors and Executive Officers as a Group (13 persons) including individuals named above	2,545,084	1,347,898	3,892,982	3.6%	211,949	4,104,931

* Represents less than 1% of the outstanding shares of our Common Stock.

(1) Under Rule 13d-3 of the Securities Exchange Act of 1934, as amended, beneficial ownership of a security consists of sole or shared voting power (including the power to vote or direct the vote) and/or sole or shared investment power (including the power to dispose or direct the disposition) with respect to the security through any contract, arrangement, understanding, relationship or otherwise.

(2) Shares the Director or executive officer has a right to acquire through stock option exercises within 60 days of February 2, 2009.

(Footnotes continue on following page.)

- (3) Includes 3,000 shares owned by one of Mr. Klein's adult children through a trust for which Mr. Klein's wife is the trustee and as to which Mr. Klein disclaims any beneficial ownership. Includes 5,000 shares held by a charitable foundation of which Mr. Klein is a director.
- (4) Includes 15,600 shares owned by Mr. Steinmann's wife, as to which Mr. Steinmann disclaims any beneficial ownership. Mr. Steinmann has shared voting and investment power with respect to 181,311 shares, as to 111,309 of which such power is shared with Ms. Varet and others.
- (5) Includes 36,600 shares, of which 30,000 shares are owned by a trust of which Ms. Varet's

husband is a beneficiary, 1,800 shares are owned by one of Ms. Varet's adult children, and 4,800 shares are owned by two trusts of which Ms. Varet's husband is the trustee, as to which Ms. Varet disclaims any beneficial ownership. Ms. Varet has shared voting and investment power with respect to 513,961 shares, as to 111,309 shares of which such power is shared with Mr. Steinmann and others.

BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDERS

The following table provides information regarding the only entities known to us to be beneficial owners of more than five percent of the outstanding shares of our Common Stock as of March 6, 2009.

Name and Address of Beneficial Owner	Nature of Beneficial Ownership	Number of Shares	Percent of Class
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	Sole voting power for 1,747,150 shares and sole dispositive power (1)	7,915,600	7.4%
Columbia Wanger Asset Management, L.P. 227 West Monroe Street, Suite 3000 Chicago, IL 60606	Sole voting power for 7,265,000 shares and sole dispositive power (2)	7,574,800	7.1%

(1) Based on Schedule 13G filed on February 11, 2009. These securities are owned by various individual and institutional investors including the T. Rowe Price Mid-Cap Growth Fund, Inc. (which owns 5,700,000 shares, representing 5.3% percent of the shares outstanding, for which T. Rowe Price Associates, Inc. (Price Associates) serves as investment adviser with power to direct investments and/or sole power to vote the securities).

For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

- (2) Based on Schedule 13G filed on February 5, 2009.

**COMPLIANCE WITH SECTION 16(a) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our Directors and officers to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of our Common Stock. Copies of all such Section 16(a) reports are required to be furnished to us. These filing requirements also apply to holders of more than 10% of our Common Stock, but we do not know of any person that holds more than 10% of our Common Stock. To our knowledge, based solely on a review of the copies of Section 16(a) reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2008, all of our officers and Directors made all required filings on a timely basis except for one Form 4 report that was filed late by Mr. Malone reporting one transaction.

OTHER BUSINESS

We are not aware of any other matters that will be presented at the Annual Meeting. If other matters are properly introduced, the individuals named on the enclosed proxy card will vote the shares it represents in accordance with their judgment.

By Order of the Board of Directors

Kathryn E. Sena

Corporate Secretary

Dated: March 13, 2009

MULTIPLE STOCKHOLDERS SHARING THE SAME ADDRESS

Registered and street-name stockholders who reside at a single address receive only one annual report and proxy statement at that address unless a stockholder provides contrary instructions. This practice is known as householding and is designed to reduce duplicate printing and postage costs. However, if a stockholder wishes in the future to receive a separate annual report or proxy statement, he or she may contact our transfer agent, American Stock Transfer & Trust Company, toll-free at 1-800-937-5449, or in writing at American Stock Transfer & Trust Company, Stockholder Services, 59 Maiden Lane, New York, NY 10038. Stockholders can request householding if they receive multiple copies of the annual report and proxy statement by contacting American Stock Transfer & Trust Company at the address above.

**ELECTRONIC DISTRIBUTION OF PROXY STATEMENTS
AND ANNUAL REPORTS**

To receive future AMETEK, Inc. proxy statements and annual reports electronically, please visit www.amstock.com. Click on Shareholder Account Access to enroll. After logging in, select Receive Company Mailings via E-mail. Once enrolled, stockholders will no longer receive a printed copy of proxy materials, unless they request one. Each year they will receive an e-mail explaining how to access the Annual Report and Proxy Statement online as well as how to vote their shares online. They may suspend electronic distribution at any time by contacting American Stock Transfer & Trust Company.

AMETEK, Inc.
ANNUAL FINANCIAL INFORMATION AND REVIEW OF OPERATIONS
Index

	Page
Information Relating to AMETEK Common Stock	A-2
Selected Financial Data	A-3
Management's Discussion and Analysis of Financial Condition and Results of Operations	A-5
Reports of Management	A-21
Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting	A-22
Report of Independent Registered Public Accounting Firm on Financial Statements	A-23
Consolidated Statement of Income	A-24
Consolidated Balance Sheet	A-25
Consolidated Statement of Stockholders' Equity	A-26
Consolidated Statement of Cash Flows	A-27
Notes to Consolidated Financial Statements	A-28
	A-1

INFORMATION RELATING TO AMETEK COMMON STOCK

The principal market on which the Company's common stock is traded is the New York Stock Exchange and it is traded under the symbol AME.

Market price and dividend information with respect to the Company's common stock is set forth below. Future dividend payments by the Company will be dependent on future earnings, financial requirements, contractual provisions of debt agreements and other relevant factors.

Market Price and Dividends Per Share

The high and low sales prices of the Company's common stock on the New York Stock Exchange composite tape and the quarterly dividends per share paid on the common stock were:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2008				
Dividends paid per share	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.06
Common stock trading range:				
High	\$ 46.95	\$ 53.12	\$ 52.50	\$ 41.24
Low	\$ 37.09	\$ 43.80	\$ 37.74	\$ 27.32
2007				
Dividends paid per share	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.06
Common stock trading range:				
High	\$ 35.91	\$ 40.94	\$ 43.79	\$ 48.45
Low	\$ 30.67	\$ 33.51	\$ 36.38	\$ 42.00

Stock Performance Graph

The following graph and accompanying table compare the cumulative total shareholder return for AMETEK, Inc. over the last five years ended December 31, 2008 with total returns for the same period for the Russell 1000 Index and the Dow Jones U.S. Electronic Equipment Index. The performance graph and table assume a \$100 investment made on December 31, 2003 and reinvestment of all dividends. The stock performance shown on the graph below is based on historical data and is not necessarily indicative of future stock price performance.

	2003	2004	December 31,		2007	2008
			2005	2006		
AMETEK, Inc.	\$ 100.00	\$ 149.08	\$ 178.84	\$ 201.99	\$ 298.97	\$ 193.94
Russell 1000 Index*	100.00	111.40	118.38	136.69	144.58	90.22
Dow Jones U.S. Electronic Equipment Index*	100.00	108.49	116.80	134.72	158.08	92.80

* Includes AMETEK, Inc.

AMETEK, INC.

SELECTED FINANCIAL DATA

	2008	2007	2006	2005	2004
(Dollars and shares in millions, except per share amounts)					
Consolidated Operating Results (Year Ended December 31):					
Net sales	\$ 2,531.1	\$ 2,136.9	\$ 1,819.3	\$ 1,434.5	\$ 1,232.3
Operating income(1)	\$ 432.7	\$ 386.6	\$ 309.0	\$ 233.5	\$ 191.2
Interest expense	\$ (63.7)	\$ (46.9)	\$ (42.2)	\$ (32.9)	\$ (28.3)
Net income(1)	\$ 247.0	\$ 228.0	\$ 181.9	\$ 136.4	\$ 109.0
Earnings per share(1):					
Basic	\$ 2.33	\$ 2.15	\$ 1.74	\$ 1.31	\$ 1.07
Diluted	\$ 2.30	\$ 2.12	\$ 1.71	\$ 1.29	\$ 1.06
Dividends declared and paid per share	\$ 0.24	\$ 0.24	\$ 0.18	\$ 0.16	\$ 0.16
Weighted average common shares outstanding:					
Basic	106.1	105.8	104.8	103.7	101.7
Diluted	107.4	107.6	106.6	105.6	103.1
Performance Measures and Other Data:					
Operating income Return on sales(1)	17.1%	18.1%	17.0%	16.3%	15.5%
Return on average total assets(1)	14.9%	15.9%	15.8%	14.6%	14.5%
Net income Return on average total capital(1)(5)	10.9%	12.0%	11.8%	10.7%	10.5%
Return on average stockholders equity(1)(5)	19.5%	20.7%	20.5%	18.5%	18.2%
EBITDA(1)(2)	\$ 489.4	\$ 433.9	\$ 351.4	\$ 269.9	\$ 228.3
Ratio of EBITDA to interest expense(1)(2)	7.7x	9.3x	8.3x	8.2x	8.1x
Depreciation and amortization	\$ 63.3	\$ 52.7	\$ 45.9	\$ 39.4	\$ 39.9
Capital expenditures	\$ 44.2	\$ 37.6	\$ 29.2	\$ 23.3	\$ 21.0
Cash provided by operating activities	\$ 247.3	\$ 278.5	\$ 226.0	\$ 155.7	\$ 155.8
Free cash flow(3)	\$ 203.1	\$ 240.9	\$ 196.8	\$ 132.4	\$ 134.8
Ratio of earnings to fixed charges(6)	6.1x	7.3x	6.6x	6.2x	6.0x
Consolidated Financial Position (At December 31):					
Current assets	\$ 954.6	\$ 952.2	\$ 684.1	\$ 556.3	\$ 461.9
Current liabilities	\$ 447.5	\$ 640.8	\$ 480.9	\$ 405.8	\$ 272.8
Property, plant and equipment, net	\$ 307.9	\$ 293.1	\$ 258.0	\$ 228.5	\$ 207.5
Total assets	\$ 3,055.5	\$ 2,745.7	\$ 2,130.9	\$ 1,780.6	\$ 1,420.4
Long-term debt	\$ 1,093.2	\$ 667.0	\$ 518.3	\$ 475.3	\$ 400.2
Total debt	\$ 1,111.7	\$ 903.0	\$ 681.9	\$ 631.4	\$ 450.1
Stockholders equity(5)	\$ 1,287.8	\$ 1,240.7	\$ 966.7	\$ 809.5	\$ 663.3
Stockholders equity per share(5)	\$ 12.07	\$ 11.56	\$ 9.11	\$ 7.66	\$ 6.44
	46.3%	42.1%	41.4%	43.8%	40.4%

Total debt as a percentage of
capitalization(5)

Net debt as a percentage of
capitalization(4)(5)

44.3%

37.1%

39.6%

42.4%

38.3%

See Notes to Selected Financial Data on page A-4.

A-3

Notes to Selected Financial Data

- (1) Amounts for years prior to 2006 reflect the retrospective application of Statement of Financial Accounting Standards (SFAS) No. 123(R), *Share-Based Payment* (SFAS 123R) to expense stock options. The adoption of SFAS 123R reduced operating income, net income and diluted earnings per share by the following amounts:

Impact of Adopting SFAS 123R	Reduction of Amounts Originally Reported:		
	Operating Income	Net Income	Diluted Earnings
			Per Share
(In millions, except per share amounts)			
2005	\$ 5.9	\$ 4.3	\$ 0.04
2004	\$ 5.1	\$ 3.7	\$ 0.04

- (2) EBITDA represents income before interest, income taxes, depreciation and amortization. EBITDA is presented because the Company is aware that it is used by rating agencies, securities analysts, investors and other parties in evaluating the Company. It should not be considered, however, as an alternative to operating income as an indicator of the Company's operating performance or as an alternative to cash flows as a measure of the Company's overall liquidity as presented in the Company's consolidated financial statements. Furthermore, EBITDA measures shown for the Company may not be comparable to similarly titled measures used by other companies. The following table presents the reconciliation of net income reported in accordance with U.S. generally accepted accounting principles (GAAP) to EBITDA:

	Year Ended December 31,				
	2008	2007	2006	2005	2004
(In millions)					
Net income	\$ 247.0	\$ 228.0	\$ 181.9	\$ 136.4	\$ 109.0
Add (deduct):					
Interest expense	63.7	46.9	42.2	32.9	28.3
Interest income	(3.9)	(2.1)	(0.4)	(0.7)	(0.6)
Income taxes	119.3	108.4	81.8	61.9	51.7
Depreciation	45.8	42.3	38.9	35.0	36.8
Amortization	17.5	10.4	7.0	4.4	3.1
Total adjustments	242.4	205.9	169.5	133.5	119.3
EBITDA	\$ 489.4	\$ 433.9	\$ 351.4	\$ 269.9	\$ 228.3

- (3) Free cash flow represents cash flow from operating activities less capital expenditures. Free cash flow is presented because the Company is aware that it is used by rating agencies, securities analysts, investors and other parties in evaluating the Company. (Also see note 2 above). The following table presents the reconciliation of

cash flow from operating activities reported in accordance with U.S. GAAP to free cash flow:

	2008	Year Ended December 31,			2004
		2007	2006	2005	
		(In millions)			
Cash provided by operating activities (U.S. GAAP basis)	\$ 247.3	\$ 278.5	\$ 226.0	\$ 155.7	\$ 155.8
Deduct: Capital expenditures	(44.2)	(37.6)	(29.2)	(23.3)	(21.0)
Free cash flow	\$ 203.1	\$ 240.9	\$ 196.8	\$ 132.4	\$ 134.8

(4) Net debt represents total debt minus cash and cash equivalents. Net debt is presented because the Company is aware that it is used by securities analysts, investors and other parties in evaluating the Company. (Also see note 2 above). The following table presents the reconciliation of total debt in accordance with U.S. GAAP to net debt:

	2008	Year Ended December 31,			2004
		2007	2006	2005	
		(In millions)			
Total debt	\$ 1,111.7	\$ 903.0	\$ 681.9	\$ 631.4	\$ 450.1
Less: Cash and cash equivalents	(87.0)	(170.1)	(49.1)	(35.5)	(37.6)
Net debt	1,024.7	732.9	632.8	595.9	412.5
Stockholders' equity	1,287.8	1,240.7	966.7	809.5	663.3
Capitalization (net debt plus stockholders' equity)	\$ 2,312.5	\$ 1,973.6	\$ 1,599.5	\$ 1,405.4	\$ 1,075.8
Net debt as a percentage of capitalization	44.3%	37.1%	39.6%	42.4%	38.3%

(5) The adoption of SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)*, for our defined benefit pension plans, which was effective December 31, 2006, resulted in a reduction of \$32.7 million to stockholders' equity. The adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, as of January 1, 2007, resulted in a \$5.9 million charge to the opening balance of stockholders' equity.

(6) Penalties and interest accrued related to unrecognized tax benefits are recognized in income tax expense.

AMETEK, INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This report includes forward-looking statements based on the Company's current assumptions, expectations and projections about future events. When used in this report, the words believes, anticipates, may, expect, intend, estimate, project and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words. For more information concerning risks and other factors, that could have a material adverse effect on our business, or could cause actual results to differ materially from management's expectations, see Forward-Looking Information on page A-20.

The following discussion and analysis of the Company's results of operations and financial condition should be read in conjunction with Selected Financial Data and the consolidated financial statements of the Company and the related notes included elsewhere in this Appendix. We begin with an overview of our business and operations.

Business Overview

As a global business, AMETEK's operations are affected by global, regional and industry economic factors. However, the Company's strategic geographic and industry diversification, and its mix of products and services, have helped to limit the potential adverse impact of any unfavorable developments in any one industry or the economy of any single country on its consolidated operating results. For most of 2008, the Company continued to experience strong market conditions in many of its businesses. However, beginning in the fourth quarter of 2008, the Company experienced lower order rates as a result of the current financial and economic crisis. For the full year 2008, contributions from recent acquisitions and internal growth, combined with successful Operational Excellence initiatives, enabled the Company to post another year of record sales, operating income, net income and diluted earnings per share. In addition to achieving its financial objectives, the Company also benefited from its strategic initiatives under AMETEK's four growth strategies: Operational Excellence, New Product Development, Global and Market Expansion and Strategic Acquisitions and Alliances. Highlights of 2008 were:

In 2008, sales were \$2.5 billion, an increase of \$394.2 million or 18% from 2007, on internal growth of approximately 5% in the Electronic Instruments Group (EIG) and 2% in the Electromechanical Group (EMG) excluding the effect of foreign currency translation, and contributions from the 2007 and 2008 acquisitions.

During 2008, the Company completed the following acquisitions:

In February 2008, the Company acquired Drake Air (Drake). Drake is a provider of heat-transfer repair services to the commercial aerospace industry.

In February 2008, the Company acquired Motion Control Group (MCG). MCG is a leading global manufacturer of highly customized motors and motion control solutions for the medical, life sciences, industrial automation, semiconductor and aviation markets.

In April 2008, the Company acquired Reading Alloys. Reading Alloys is a global leader in specialty titanium master alloys and highly engineered metal powders used in the aerospace, medical implant, military and electronics markets.

In June 2008, the Company acquired Vision Research, Inc. Vision Research is a leading manufacturer of high-speed digital imaging systems used for motion capture and analysis in numerous test and measurement applications.

In August 2008, the Company acquired the programmable power business of Xantrex Technology, Inc. (Xantrex Programmable). Xantrex Programmable is a leader in alternating current and direct current programmable power supplies used to test electrical and electronic products.

In November 2008, the Company acquired UK-based Muirhead Aerospace Limited (Muirhead). Muirhead is a leading manufacturer of motion technology products and a provider of avionics repair and overhaul services for the aerospace and defense markets.

A-5

As the Company grows globally, it continues to achieve an increasing level of international sales. International sales, including U.S. export sales, were \$1,225.5 million of consolidated sales in 2008, compared with \$1,053.7 million of consolidated sales in 2007.

The Company continued its emphasis on investment in research, development and engineering, spending \$115.9 million in 2008 before customer reimbursement of \$6.1 million, an increase of 12.6% over 2007. Sales from products introduced in the last three years increased \$71.5 million or 18.3% in 2008 to \$462.8 million.

In the third quarter of 2008, the Company completed a private placement agreement to sell \$350 million in senior notes to a group of institutional investors. There were two funding dates for the senior notes. The first funding occurred in September 2008 for \$250 million, consisting of \$90 million in aggregate principal amount of 6.59% senior notes due September 2015 and \$160 million in aggregate principal amount of 7.08% senior notes due September 2018. The second funding date occurred in December 2008 for \$100 million, consisting of \$35 million in aggregate principal amount of 6.69% senior notes due December 2015 and \$65 million in aggregate principal amount of 7.18% senior notes due December 2018. The proceeds from the senior notes were used to pay down a portion of the Company's revolving credit facility.

In July 2008, the Company repaid the \$225 million 7.20% senior notes due July 2008 using proceeds from borrowings under its existing revolving credit facility.

In the fourth quarter of 2008, the Company recorded pre-tax charges totaling \$40.0 million, which had the effect of reducing net income by \$27.3 million (\$0.25 per diluted share). These charges include restructuring costs for employee reductions and facility closures (\$32.6 million), as well as asset write-downs (\$7.4 million) as a result of the global economic recession and financial crisis.

In 2008, the Company made \$79.9 million in contributions to its defined benefit pension plans in the U.S. and the United Kingdom. \$74.0 million in contributions were made in the fourth quarter of 2008, which had the effect of eliminating or significantly reducing the amount of unfunded pension obligations associated with the Company's pension plans.

Results of Operations

The following table sets forth net sales and income by reportable segment and on a consolidated basis:

	Year Ended December 31,		
	2008	2007	2006
	(In thousands)		
Net sales(1):			
Electronic Instruments	\$ 1,402,653	\$ 1,199,757	\$ 1,016,503
Electromechanical	1,128,482	937,093	802,787
Consolidated net sales	\$ 2,531,135	\$ 2,136,850	\$ 1,819,290

Operating income and income before income taxes:

Segment operating income(2):

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Electronic Instruments	\$ 306,764	\$ 260,338	\$ 203,430
Electromechanical	175,181	167,166	139,926
Total segment operating income	481,945	427,504	343,356
Corporate administrative and other expenses	(49,291)	(40,930)	(34,362)
Consolidated operating income	432,654	386,574	308,994
Interest and other expenses, net	(66,438)	(50,130)	(45,308)
Consolidated income before income taxes	\$ 366,216	\$ 336,444	\$ 263,686

- (1) After elimination of intra- and intersegment sales, which are not significant in amount.
- (2) Segment operating income represents sales less all direct costs and expenses (including certain administrative and other expenses) applicable to each segment, but does not include interest expense.

A-6

Year Ended December 31, 2008 Compared with Year Ended December 31, 2007

Results of Operations

In 2008, the Company posted record sales, operating income, net income and diluted earnings per share. The Company achieved these results from contributions from acquisitions completed in 2008 and 2007, as well as internal growth in both EIG and EMG. Operating income increased, driven by the record sales and a continued focus on cost reduction programs under our Operational Excellence initiatives. The Company expects the current financial and economic crisis, to have a negative impact on operating results in 2009. The full year impact of the 2008 acquisitions and our Operational Excellence capabilities will have a positive impact on our 2009 results.

Net sales for 2008 were \$2,531.1 million, an increase of \$394.2 million or 18.4% when compared with net sales of \$2,136.9 million in 2007. Net sales for EIG were \$1,402.7 million in 2008, an increase of 16.9% from sales of \$1,199.8 million in 2007. Net sales for EMG were \$1,128.5 million in 2008, an increase of 20.4% from sales of \$937.1 million in 2007. The Company's internal sales growth was approximately 4% in 2008, which excludes a 1% favorable effect of foreign currency translation, driven by strength in its differentiated businesses. The acquisitions mentioned above contributed the remainder of the net sales increase.

Total international sales for 2008 were \$1,225.5 million or 48.4% of consolidated net sales, an increase of \$171.8 million or 16.3% when compared with international sales of \$1,053.7 million or 49.3% of consolidated net sales in 2007. The increase in international sales resulted from increased international sales from base businesses of \$29.3 million or 17.0% of the increase, which includes the effect of foreign currency translation, as well as the acquisitions completed in 2008 and 2007, most notably Cameca SAS (Cameca), the Repair & Overhaul Division of Umeco plc (Umeco R&O), Reading Alloys, California Instruments Corporation (California Instruments) and Vision Research. Increased international sales came primarily from sales to Europe and Asia by both reportable segments. Export shipments from the United States, which are included in total international sales, were \$478.5 million in 2008, an increase of \$84.1 million or 21.3% compared with \$394.4 million in 2007. Export shipments improved primarily due to increased exports from the base businesses and the acquisitions noted above.

New orders for 2008 were a record at \$2,561.5 million, an increase of \$273.2 million or 11.9% when compared with \$2,288.3 million in 2007. The increase in new orders was primarily due to the recent acquisitions noted above. As a result, the Company's backlog of unfilled orders at December 31, 2008 was \$718.6 million, an increase of \$30.4 million or 4.4% when compared with \$688.2 million at December 31, 2007. The increase in backlog was primarily due to the acquired backlog of the recent acquisitions noted above. Beginning in the fourth quarter of 2008 through the filing date of this Form 10-K, the Company has experienced lower order rates as a result of the current financial and economic crisis.

The year ended December 31, 2008 results include fourth quarter pre-tax charges totaling \$40.0 million, which had the effect of reducing net income by \$27.3 million (\$0.25 per diluted share). These charges include restructuring costs for employee reductions and facility closures (\$32.6 million), as well as asset write-downs (\$7.4 million). Of the \$40.0 million in charges, \$32.9 million of the restructuring charges and asset write-downs were recorded in cost of sales and \$7.1 million of the restructuring charges and asset write-downs were recorded in Selling, general and administrative (SG&A) expenses. The restructuring charges and asset write-downs were reported in segment operating income as follows: \$20.4 million in EIG, \$19.4 million in EMG and \$0.2 million in Corporate administrative and other expenses. The restructuring costs for employee reductions and facility closures relate to plans established by the Company as part of cost reduction initiatives to be broadly implemented across the Company's various businesses during fiscal 2009. The restructuring costs include the consolidation of manufacturing facilities, the migration of production to low cost locales and a general reduction in workforce in response to lower levels of expected sales

volumes in certain of the Company's businesses. The Company recorded pre-tax charges of \$30.1 million for severance costs for slightly more than 10% of the Company's workforce. The Company also recorded pre-tax charges of \$1.5 million for lease termination costs associated with the closure of certain facilities in 2009. Substantially all of the payments for employee severance and lease termination costs are expected to be made in 2009.

Segment operating income for 2008 was \$481.9 million, an increase of \$54.4 million or 12.7% when compared with segment operating income of \$427.5 million in 2007. Segment operating income, as a percentage of sales,

A-7

decreased to 19.0% for 2008 from 20.0% in 2007. The increase in segment operating income resulted primarily from strength in the Company's differentiated businesses and profit contributions made by the acquisitions, partially offset by the fourth quarter pre-tax restructuring charges and asset write-downs described above. The decrease in segment operating margins resulted primarily from the restructuring charges and asset write-downs, which negatively impacted segment operating margins by 160 basis points.

SG&A expenses for 2008 were \$322.6 million, an increase of \$59.1 million or 22.4% when compared with \$263.5 million in 2007. As a percentage of sales, SG&A expenses were 12.7% for 2008, compared with 12.3% in 2007. The increase in SG&A expenses was the result of higher sales, as well as a \$7.1 million charge representing a 0.3% increase in SG&A expenses recorded in corporate administrative expenses related to the accelerated vesting of an April 2005 restricted stock grant in the second quarter of 2008 and \$7.1 million of SG&A expense related to the fourth quarter of 2008 restructuring charges and asset write-downs described above. Additionally, the Company's acquisition strategy generally is to acquire differentiated businesses, which because of their distribution channels and higher marketing costs tend to have a higher content of selling expenses. Base business selling expenses increased approximately 7.9%. Excluding the impact of the fourth quarter restructuring charges and asset write-downs on selling expense of \$6.9 million, a 3.2% impact, and foreign currency translation, the increase in 2008 base business selling expenses was in line with internal sales growth. Selling expenses, as a percentage of sales, increased to 10.8% for 2008, compared with 10.4% in 2007.

Corporate administrative expenses for 2008 were \$49.2 million, an increase of \$8.4 million or 20.6% when compared with \$40.8 million in 2007. As a percentage of sales, corporate administrative expenses were 1.9%, in both 2008 and 2007. The increase in corporate administrative expenses was primarily the result of equity-based compensation associated with the accelerated vesting of restricted stock in the second quarter of 2008, noted above, as well as other expenses necessary to grow the Company, partially offset by equity-based compensation associated with the accelerated vesting of restricted stock in the first and third quarters of 2007.

Consolidated operating income was \$432.7 million or 17.1% of sales for 2008, an increase of \$46.1 million or 11.9% when compared with \$386.6 million or 18.1% of sales in 2007.

Interest expense was \$63.7 million for 2008, an increase of \$16.8 million or 35.8% when compared with \$46.9 million in 2007. The increase was due to the impact of the funding of the private placement senior notes in the fourth quarter of 2007 and the third and fourth quarters of 2008, higher average borrowings to fund the recent acquisitions and the repurchase of 1.3 million shares of the Company's common stock in 2008.

The effective tax rate for 2008 was 32.6% compared with 32.2% in 2007. The higher effective tax rate for 2008 primarily reflects an increase in state and foreign income taxes and the impact of accelerated vesting of non-deductible restricted stock amortization, offset by the impact of settlements of various income tax issues with U.S. taxing authorities and a favorable agreement in the United Kingdom related to deductible interest expense for which previously unrecognized tax benefits were recognized. The lower effective tax rate in 2007 primarily reflects an enacted decrease in certain foreign corporate tax rates in the second half of 2007, partially offset by the elimination of the Foreign Sales Corporation/Extraterritorial Income (FSC/ETI) tax benefit. See Note 11 of the notes to consolidated financial statements included in this Appendix for further details.

Net income for 2008 was \$247.0 million, an increase of \$19.0 million or 8.3% when compared with \$228.0 million in 2007. Diluted earnings per share for 2008 was \$2.30, an increase of \$0.18 or 8.5% when compared with \$2.12 per diluted share in 2007. Diluted earnings per share for 2008 includes the impact of the fourth quarter of 2008 restructuring charges and asset write-downs, which negatively impacted earnings by \$0.25 per diluted share.

Segment Results

EIG s sales totaled \$1,402.7 million for 2008, an increase of \$202.9 million or 16.9% when compared with \$1,199.8 million in 2007. The sales increase was due to internal growth of approximately 5%, excluding a favorable 1% effect of foreign currency translation, driven primarily by EIG s aerospace, power, and process and analytical instrument businesses. The acquisitions of Advanced Industries, Inc. (Advanced), B&S Aircraft Parts and Accessories (B&S), Cameca, California Instruments, Vision Research, Inc. and Xantrex Programmable accounted for the remainder of the sales increase.

A-8

EIG's operating income was \$306.8 million for 2008, an increase of \$46.5 million or 17.9% when compared with \$260.3 million in 2007. The increases in segment operating income were due to the contribution from the higher sales by EIG's aerospace, power and process and analytical businesses, which includes the acquisitions mentioned above, partially offset by the fourth quarter of 2008 restructuring charges and asset write-downs of \$20.4 million. EIG's operating margins were 21.9% of sales for 2008 compared with 21.7% of sales in 2007. The increase in operating margins was driven by operational excellence initiatives throughout the group. The fourth quarter of 2008 restructuring charges and asset write-downs had a negative impact on EIG's operating margins of 140 basis points.

EMG's sales totaled \$1,128.5 million for 2008, an increase of \$191.4 million or 20.4% from \$937.1 million in 2007. The sales increase was due to internal growth of approximately 2%, excluding a favorable 1% effect of foreign currency translation, driven primarily by EMG's differentiated businesses. The acquisitions of Seacon Phoenix, subsequently renamed AMETEK SCP, Inc. (SCP), Hamilton Precision Metals (Hamilton), Umeco R&O, Drake Air, MCG, Reading Alloys and Muirhead accounted for the remainder of the sales increase.

EMG's operating income was \$175.2 million for 2008, an increase of \$8.0 million or 4.8% when compared with \$167.2 million in 2007. EMG's increase in operating income was primarily due to higher sales from the group's differentiated businesses, which include the acquisitions mentioned above, partially offset by the fourth quarter of 2008 restructuring charges and asset write-downs of \$19.4 million. EMG's operating margins were 15.5% of sales for 2008 compared with 17.8% of sales in 2007. The decrease in operating margins was primarily driven by the fourth quarter of 2008 restructuring charges and asset write-downs, which had a negative impact on operating margins of 170 basis points. The remainder of the decrease was the dilutive impact of recent acquisitions.

Fourth Quarter Results

Net sales for the fourth quarter of 2008 were \$623.7 million, an increase of \$40.4 million or 6.9% when compared with net sales of \$583.3 million for the fourth quarter of 2007. Net sales for EIG were \$361.6 million in 2008, an increase of 7.6% from sales of \$336.1 million in 2007. Net sales for EMG were \$262.1 million in 2008, an increase of 6.1% from sales of \$247.1 million in 2007. The Company's internal sales growth was approximately negative 2%, which excludes a 4% unfavorable effect of foreign currency translation. The acquisitions mentioned above made up the net sales increase.

The three months ended December 31, 2008 results include pre-tax charges totaling \$40.0 million, which had the effect of reducing net income by \$27.3 million (\$0.25 per diluted share). These charges include restructuring costs for employee reductions and facility closures (\$32.6 million), as well as asset write-downs (\$7.4 million). Of the \$40.0 million in charges, \$32.9 million of the restructuring charges and asset write-downs were recorded in cost of sales and \$7.1 million of the restructuring charges and asset write-downs were recorded in SG&A expenses. The restructuring charges and asset write-downs were reported in segment operating income as follows: \$20.4 million in EIG, \$19.4 million in EMG and \$0.2 million in Corporate administrative and other expenses. The restructuring costs for employee reductions and facility closures relate to plans established by the Company as part of cost reduction initiatives to be broadly implemented across the Company's various businesses during fiscal 2009. The restructuring costs include the consolidation of manufacturing facilities, the migration of production to low cost locales and a general reduction in workforce in response to lower levels of expected sales volumes in certain of the Company's businesses. The Company recorded pre-tax charges of \$30.1 million for severance costs for slightly more than 10% of the Company's workforce. The Company also recorded pre-tax charges of \$1.5 million for lease termination costs associated with the closure of certain facilities in 2009. Substantially all of the payments for employee severance and lease termination costs are expected to be made in 2009.

Net income for the fourth quarter of 2008 was \$43.8 million, a decrease of \$18.1 million or 29.2% when compared with \$61.9 million for the fourth quarter of 2007. Diluted earnings per share in the fourth quarter of 2008 was \$0.41, a

decrease of \$0.16 or 28.1% when compared with \$0.57 per diluted share in the fourth quarter of 2007. Diluted earnings per share includes the impact of the fourth quarter of 2008 restructuring charges and asset write-downs, which negatively impacted earnings by \$0.25 per diluted share.

A-9

Year Ended December 31, 2007 Compared with Year Ended December 31, 2006

Results of Operations

In 2007, the Company posted record sales, operating income, net income, diluted earnings per share and cash flow from operations. The Company achieved these results from strong internal growth in both EIG and EMG, as well as contributions from acquisitions in 2007 and 2006. Operating income increased, driven by the record sales and a continued focus on cost reduction programs under our Operational Excellence initiatives.

Net sales for 2007 were \$2,136.9 million, an increase of \$317.6 million or 17.5% when compared with net sales of \$1,819.3 million in 2006. Net sales for EIG were \$1,199.8 million in 2007, an increase of 18.0% from sales of \$1,016.5 million in 2006. Net sales for EMG were \$937.1 million in 2007, an increase of 16.7% from sales of \$802.8 million in 2006. The Company's internal sales growth was approximately 7% in 2007, which excludes a 2% favorable effect of foreign currency translation, driven by strength in its differentiated businesses. The acquisitions mentioned above contributed the remainder of the net sales increase.

Total international sales for 2007 were \$1,053.7 million or 49.3% of consolidated net sales, an increase of \$187.7 million or 21.7% when compared with international sales of \$866.0 million or 47.6% of consolidated net sales in 2006. The increase in international sales primarily resulted from increased international sales from base businesses of \$74.9 million or 39.9% of the increase, which includes the effect of foreign currency translation. The acquisitions of Cameca, SCP, Hamilton and Umeco R&O in 2007 and Land Instruments International Limited (Land Instruments), PennEngineering Motion Technologies, Inc. (Pittman), Precitech and Southern Aeroparts, Inc. (SAI) in 2006 contributed the remainder of the increase. Increased international sales came primarily from sales to Europe by both reportable segments. Export shipments from the United States, which are included in total international sales, were \$394.4 million in 2007, an increase of \$50.6 million or 14.7% compared with \$343.8 million in 2006. Export shipments improved primarily due to increased exports from the base businesses and acquisitions noted above.

New orders for 2007 were \$2,288.3 million, an increase of \$372.9 million or 19.5% when compared with \$1,915.4 million in 2006. The increase in new orders was driven by the Company's base differentiated businesses, which contributed \$167.2 million or 44.8% of the increase, led by the Company's aerospace and engineered materials, interconnects and packaging businesses. The acquisitions mentioned above contributed the remainder of the increase. As a result, the Company's backlog of unfilled orders at December 31, 2007 was \$688.2 million, an increase of \$151.4 million or 28.2% when compared with \$536.8 million at December 31, 2006. The increase in backlog was due to higher order levels in base differentiated businesses and the 2007 acquisitions noted above.

Segment operating income for 2007 was \$427.5 million, an increase of \$84.1 million or 24.5% when compared with segment operating income of \$343.4 million in 2006. Segment operating income, as a percentage of sales, increased to 20.0% for 2007 from 18.9% in 2006. The increase in segment operating income resulted from strength in the differentiated businesses of each group, which includes the profit contributions made by the acquisitions. The margin improvement came from the Company's differentiated businesses.

SG&A expenses for 2007 were \$263.5 million, an increase of \$44.0 million or 20.1% when compared with \$219.5 million in 2006. As a percentage of sales, SG&A expenses were higher in 2007 at 12.3% compared to 12.1% in 2006. Selling expenses, as a percentage of sales, were 10.4% in 2007, slightly higher than the 10.2% in 2006. The selling expense increase and the corresponding increase in selling expenses as a percentage of sales were due primarily to business acquisitions. The Company's acquisition strategy generally is to acquire differentiated businesses, which because of their distribution channels and higher marketing costs tend to have a higher content of selling expenses. Base business selling expenses increased 9.7% for 2007, compared to 2006, which was in line with internal sales growth including the impact of foreign currency translation.

Corporate administrative expenses for 2007 were \$40.8 million, an increase of \$6.6 million or 19.4% when compared with \$34.2 million in 2006. The increase in corporate expenses was the result of higher compensation, including equity-based compensation associated with accelerated vesting of restricted stock grants in 2007 and other costs necessary to grow the Company. As a percentage of sales, corporate administrative expenses were 1.9% in both 2007 and 2006.

A-10

Consolidated operating income was \$386.6 million or 18.1% of sales for 2007, an increase of \$77.6 million or 25.1% when compared with \$309.0 million or 17.0% of sales in 2006.

Interest expense was \$46.9 million for 2007, an increase of \$4.7 million or 11.1% when compared with \$42.2 million in 2006. The increase was due to higher average borrowings to fund the 2007 acquisitions, higher average interest rates and the impact of the fourth quarter of 2007 funding of the private placement senior notes.

The effective tax rate for 2007 was 32.2% compared with 31.0% in 2006. The 2007 effective tax rate primarily reflects the elimination of the FSC/ETI tax benefit in 2007, an increase in state income taxes and an increase in interest and penalties on uncertain tax positions, partially offset by an enacted decrease in certain foreign corporate tax rates in the second half of 2007 and the recognition of tax benefits from our international tax planning initiatives. The 2006 effective tax rate benefited primarily from the reversal of a valuation allowance for foreign tax credit carryforwards of \$3.2 million, offset somewhat by higher nondeductible equity-based compensation.

Net income for 2007 was \$228.0 million, an increase of \$46.1 million or 25.3% when compared with \$181.9 million in 2006. Diluted earnings per share for 2007 was \$2.12, an increase of \$0.41 or 24.0% when compared with \$1.71 per diluted share in 2006.

Segment Results

EIG s sales totaled \$1,199.8 million for 2007, an increase of \$183.3 million or 18.0% when compared with \$1,016.5 million in 2006. The sales increase was due to internal growth of approximately 9%, excluding a favorable 2% effect of foreign currency translation. The internal growth was driven by sales increases in EIG s process and analytical, aerospace and power businesses. The acquisitions of Cameca, Land Instruments, Precitech, Advanced and B&S accounted for the remainder of the sales increase.

EIG s operating income was \$260.3 million for 2007, an increase of \$56.9 million or 28.0% when compared with \$203.4 million in 2006. EIG s operating margins were 21.7% of sales for 2007 compared with 20.0% of sales in 2006. The increase in operating income and margins came from the group s base differentiated businesses, which include the acquisitions mentioned above.

EMG s sales totaled \$937.1 million for 2007, an increase of \$134.3 million or 16.7% from \$802.8 million in 2006. The sales increase was due to internal growth of approximately 6%, excluding a favorable 2% effect of foreign currency translation, driven primarily by EMG s differentiated businesses. The acquisitions of Pittman, SAI, SCP, Umeco R&O and Hamilton accounted for the remainder of the sales increase.

EMG s operating income was \$167.2 million for 2007, an increase of \$27.3 million or 19.5% when compared with \$139.9 million in 2006. EMG s increase in operating income was due to strength in the group s differentiated businesses, which includes the acquisitions mentioned above. EMG s operating margins were 17.8% of sales for 2007 compared with 17.4% of sales in 2006. The increase in operating margins was primarily due to an increased contribution from the group s differentiated businesses.

Liquidity and Capital Resources

Cash provided by operating activities totaled \$247.3 million in 2008, a decrease of \$31.2 million or 11.2% when compared with \$278.5 million in 2007. The decrease in operating cash flow was primarily the result of higher defined benefit pension plan contributions of \$79.9 million in 2008, a \$74.7 million increase over the \$5.2 million contributed in 2007. The 2008 contributions had the effect of eliminating or significantly reducing the amount of unfunded pension obligations associated with the Company s pension plans. Also impacting operating cash flow are higher

overall operating working capital levels necessary to grow the Company, partially offset by higher earnings. Free cash flow (operating cash flow less capital spending) was \$203.1 million in 2008, compared to \$240.9 million in 2007. EBITDA (earnings before interest, income taxes, depreciation and amortization) was \$489.4 million in 2008, which includes the fourth quarter of 2008 pre-tax restructuring charges and asset write-downs of \$40.0 million, compared with \$433.9 million in 2007, a 12.8% improvement. Free cash flow and EBITDA are presented because the Company is aware that they are measures used by third parties in evaluating the Company. (See tables on page A-4 for a reconciliation of U.S. generally accepted accounting principles (GAAP) measures to comparable non-GAAP measures).

Cash used for investing activities totaled \$496.6 million in 2008, compared with \$334.7 million in 2007. In 2008, the Company paid \$463.0 million for six business acquisitions and one technology line acquisition, net of cash received, compared with \$300.6 million paid for seven business acquisitions and one technology line, net of cash received in 2007. Additions to property, plant and equipment totaled \$44.2 million in 2008, compared with \$37.6 million in 2007.

Cash provided by financing activities totaled \$173.5 million in 2008, compared with \$174.1 million in 2007. In 2008, net total borrowings increased by \$266.9 million, compared with a net total increase of \$180.9 million in 2007. Short-term borrowings increased \$69.7 million in 2008, compared with a decrease of \$162.6 million in 2007. Long-term borrowings increased \$197.2 million in 2008, compared to an increase of \$343.4 million in 2007.

In July 2008, the Company repaid the \$225 million 7.20% senior notes due July 2008 using the proceeds from borrowings under its existing revolving credit facility.

In the third quarter of 2008, the Company completed a private placement agreement to sell \$350 million in senior notes to a group of institutional investors. There were two funding dates for the senior notes. The first funding occurred in September 2008 for \$250 million, consisting of \$90 million in aggregate principal amount of 6.59% senior notes due September 2015 and \$160 million in aggregate principal amount of 7.08% senior notes due September 2018. The second funding date occurred in December 2008 for \$100 million, consisting of \$35 million in aggregate principal amount of 6.69% senior notes due December 2015 and \$65 million in aggregate principal amount of 7.18% senior notes due December 2018. The senior notes carry a weighted average interest rate of 6.93%. The senior notes are subject to certain customary covenants, including financial covenants that, among other things, require the Company to maintain certain debt-to-EBITDA and interest coverage ratios. The proceeds from the senior notes were used to pay down a portion of the borrowings outstanding under the Company's revolving credit facility.

In May 2008, the accounts receivable securitization facility was amended and restated, extending the expiration date from May 2008 to May 2009, and bringing the borrowing capacity to \$100 million from \$110 million previously. There were no borrowings under this facility at December 31, 2008.

In the third quarter of 2007, the Company completed a private placement agreement to sell \$450 million in senior notes to a group of institutional investors. There were two funding dates for the senior notes. The first funding occurred in December 2007 for \$370 million, consisting of \$270 million in aggregate principal amount of 6.20% senior notes due December 2017 and \$100 million in aggregate principal amount of 6.30% senior notes due December 2019. The second funding occurred in July 2008 for \$80 million in aggregate principal amount of 6.35% senior notes due July 2018. The notes carry a weighted average interest rate of 6.25%. The proceeds from the first funding of the notes were used to pay down borrowings outstanding under the Company's revolving credit facility, which included a foreign portion related to the 2007 acquisition of Cameca and the 2006 acquisition of Land Instruments, as well as borrowings outstanding under the Company's accounts receivable securitization program. Additionally, the proceeds from the private placement were used to purchase California Instruments in December 2007. The proceeds from the second funding of the notes were used to pay down a portion of the borrowings outstanding under the Company's revolving credit facility.

In June 2007, the Company amended its revolving credit facility, increasing the total borrowing capacity from \$400 million to \$550 million, which includes an accordion feature that permits the Company to request up to an additional \$100 million in revolving credit commitments at any time during the life of the revolving credit agreement under certain conditions. The amendment also extended the term of the facility from October 2011 to June 2012. At December 31, 2008, the Company had \$468.9 million available under its revolving credit facility, including the \$100 million accordion feature.

At December 31, 2008, total debt outstanding was \$1,111.7 million, compared with \$903.0 million at December 31, 2007. The debt-to-capital ratio was 46.3% at December 31, 2008, compared with 42.1% at December 31, 2007. The net debt-to-capital ratio (total debt less cash and cash equivalents divided by the sum of net debt and stockholders equity) was 44.3% at December 31, 2008, compared with 37.1% at December 31, 2007. The net debt-to-capital ratio is presented because the Company is aware that this measure is used by third

A-12

- (3) Purchase obligations primarily consist of contractual commitments to purchase certain inventories at fixed prices.
- (4) The liability for uncertain tax positions was not included in the table of contractual obligations as of December 31, 2008 because the timing of the settlements of these uncertain tax positions cannot be reasonably estimated at this time. See Note 11 to the consolidated financial statements for further details.

Other Commitments

The Company has standby letters of credit and surety bonds of \$16.4 million related to performance and payment guarantees at December 31, 2008. Based on experience with these arrangements, the Company believes that any obligations that may arise will not be material to its financial position.

The Company may, from time to time, repurchase its long-term debt in privately negotiated transactions, depending upon availability, market conditions and other factors.

As a result of all of the Company's cash flow activities in 2008, cash and cash equivalents at December 31, 2008 totaled \$87.0 million, compared with \$170.1 million at December 31, 2007. The Company's liquidity has not been impacted by the recent financial crisis nor do we expect liquidity to be impacted in the near future. Additionally, the Company is in compliance with all of its debt covenants, which includes its financial covenants, for all of its debt agreements. The Company believes it has sufficient cash-generating capabilities from domestic and unrestricted foreign sources, available credit facilities and access to long-term capital funds to enable it to meet its operating needs and contractual obligations in the foreseeable future.

Critical Accounting Policies

The Company has identified its critical accounting policies as those accounting policies that can have a significant impact on the presentation of the Company's financial condition and results of operations and that require the use of complex and subjective estimates based upon past experience and management's judgment. Because of the uncertainty inherent in such estimates, actual results may differ materially from the estimates used. The consolidated financial statements and related notes contain information that is pertinent to the Company's accounting policies and to management's discussion and analysis. The information that follows represents additional specific disclosures about the Company's accounting policies regarding risks, estimates, subjective decisions or assessments whereby materially different results of operations and financial condition could have been reported had different assumptions been used or different conditions existed. Primary disclosure of the Company's significant accounting policies is in Note 1 to the consolidated financial statements.

Revenue Recognition. The Company recognizes revenue on product sales in the period when the sales process is complete. This generally occurs when products are shipped to the customer in accordance with terms of an agreement of sale, under which title and risk of loss have been transferred, collectibility is reasonably assured and pricing is fixed or determinable. For a small percentage of sales where title and risk of loss passes at point of delivery, the Company recognizes revenue upon delivery to the customer, assuming all other criteria for revenue recognition are met. The policy with respect to sales returns and allowances generally provides that the customer may not return products or be given allowances, except at the Company's option. The Company has agreements with distributors that do not provide expanded rights of return for unsold products. The distributor purchases the product from the Company, at which time title and risk of loss transfers to the distributor. The Company does not offer substantial sales incentives and credits to its distributors other than volume discounts. The Company accounts for the sales incentive as a reduction of revenues when the sale is recognized. Accruals for sales returns, other allowances and estimated warranty costs are provided at the time revenue is recognized based upon past experience. At December 31, 2008, 2007 and 2006, the accrual for future warranty obligations was \$16.1 million, \$14.4 million and \$10.9 million, respectively. The Company's expense for warranty obligations was \$12.2 million, \$11.3 million and \$7.6 million in 2008, 2007 and 2006, respectively. The warranty periods for products sold vary widely among the Company's operations, but for the most part do not exceed one year. The Company calculates its warranty expense provision based on past warranty experience and adjustments are made periodically to reflect actual warranty expenses. If actual future sales returns and allowances and warranty amounts are higher than past experience, additional accruals may be required.

Accounts Receivable. The Company maintains allowances for estimated losses resulting from the inability of specific customers to meet their financial obligations to the Company. A specific reserve for bad debts is recorded against the amount due from these customers. For all other customers, the Company recognizes reserves for bad debts based on the length of time specific receivables are past due based on its historical experience. If the financial condition of the Company's customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required. The allowance for possible losses on receivables was \$8.5 million and \$6.4 million at December 31, 2008 and 2007, respectively.

Inventories. The Company uses the first-in, first-out (FIFO) method of accounting, which approximates current replacement cost, for approximately 62% of its inventories at December 31, 2008. The last-in, first-out (LIFO) method of accounting is used to determine cost for the remaining 38% of its inventory at December 31, 2008. For inventories where cost is determined by the LIFO method, the FIFO value would have been \$30.8 million and \$35.6 million higher than the LIFO value reported in the consolidated balance

sheet at December 31, 2008 and 2007, respectively. The Company provides estimated inventory reserves for slow-moving and obsolete inventory based on current assessments about future demand, market conditions, customers who may be experiencing financial difficulties and related management initiatives. If these factors are less favorable than those projected by management, additional inventory reserves may be required.

Goodwill and Other Intangibles Assets. The Company accounts for goodwill and other intangible assets under Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). Under SFAS 142, purchased goodwill and other intangible assets with indefinite lives, primarily trademarks and trade names, are not amortized; rather, they are tested for impairment at least annually. These impairment tests include the projection and discounting of cash flows, estimates of future operating performance of the reporting unit being valued and estimates of the fair value of the intangible assets being tested. SFAS 142 requires a two-step impairment test for goodwill. The first step is to compare the carrying amount of the reporting unit's net assets to the fair value of the reporting unit. If the fair value exceeds the carrying value, no further evaluation is required and no impairment loss is recognized. If the carrying amount exceeds the fair value, then the second step must be completed, which involves allocating the fair value of the reporting unit to each asset and liability, with the excess being implied goodwill. An impairment loss occurs if the amount of the recorded goodwill exceeds the implied goodwill. The Company would be required to record such impairment losses. Indefinite-lived intangibles other than goodwill are tested by estimating the fair values of those assets as of the Company's measurement date, with such fair values based on expected future operating performance and discount rates determined by management. Changes in interest rates and market conditions, among other factors, may have an impact on these estimates. These estimates will likely change over time. The Company's acquisitions have generally included a large goodwill component and the Company expects to continue to make acquisitions. At December 31, 2008, goodwill and other indefinite-lived intangible assets totaled \$1,681.8 million, or 55.0% of the Company's total assets. The Company performed its required annual impairment test in the fourth quarter of 2008 and determined that the Company's goodwill and indefinite-lived intangibles were not impaired. There can be no assurance that goodwill or indefinite-lived intangibles impairment will not occur in the future.

Pensions. The Company has U.S. and foreign defined benefit and defined contribution pension plans. The Company accounts for all of its defined benefit pension plans in accordance with SFAS No. 87, *Employers Accounting for Pensions* (SFAS 87) and SFAS No. 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of Financial Accounting Standards Board (FASB) Statements No. 87, 88, 106, and 132(R)* (SFAS 158) for balance sheet recognition of the overfunded or underfunded status of pension and postretirement benefit plans, as well as the income statement recognition of the costs related to these plans. SFAS 87 and SFAS 158 require that amounts recognized in the financial statements be determined on an actuarial basis. The most significant elements in determining the Company's pension income or expense are the assumed pension liability discount rate and the expected return on plan assets. The pension discount rate reflects the current interest rate at which the pension liabilities could be settled at the valuation date. At the end of each year, the Company determines the assumed discount rate to be used to discount plan liabilities. In estimating this rate for 2008, the Company considered rates of return on high-quality, fixed-income investments. The discount rate used in determining the 2008 pension cost was 6.25% for U.S. defined benefit pension plans and 5.89% for foreign plans. The discount rate used for determining the funded status of the plans at December 31, 2008 and determining the 2009 defined benefit pension cost is 6.50% for U.S. plans and 6.09% for foreign plans. In estimating the U.S. and foreign discount rates, the Company's actuaries developed a customized discount rate appropriate to the plans' projected benefit cash flow based on yields derived from a database of long-term bonds at consistent maturity dates. The Company used an expected long-term rate of return on plan assets for 2008 of 8.25% for U.S. defined benefit pension plans and 7.0% for foreign plans. The Company will continue to use these rates for 2009 for the U.S. and foreign plans, respectively. The Company determines the expected long-term rate of return based

primarily on its expectation of future returns for the pension plans' investments. Additionally, the Company considers historical returns on comparable fixed-income investments and equity investments and adjusts its estimate as deemed appropriate. The rate of compensation increase used in

A-15

determining the 2008 pension expense for the U.S. plans was 3.75% and will remain unchanged in 2009. For foreign plans, the rate of compensation increase will be decreased from 3.86% in 2008 to 2.98% in 2009. For the year ended December 31, 2008, the Company recognized consolidated pre-tax pension income of \$6.8 million from its U.S. and foreign defined benefit pension plans as compared with pre-tax pension income of \$3.8 million recognized for these plans in 2007. The Company estimates its 2009 U.S. and foreign defined benefit pension plans pre-tax expense to be \$15.4 million.

The Company follows the balance sheet recognition requirements of SFAS 158. Under SFAS 158, all unrecognized prior service costs, remaining transition obligations or assets and actuarial gains and losses have been recognized, net of tax effects, as a charge to accumulated other comprehensive income (AOCI) in stockholders' equity and will be amortized as a component of net periodic pension cost. In addition, effective for fiscal years beginning after December 15, 2008, the measurement date (the date at which plan assets and benefit obligation are measured) is required to be the Company's fiscal year end. The Company uses a December 31 measurement date for its U.S. and foreign defined benefit plans as required by SFAS 158.

To fund the plans, the Company made cash contributions to its defined benefit pension plans during 2008 which totaled \$79.9 million, compared with \$5.2 million in 2007. The Company anticipates making approximately \$19 million to \$24 million in cash contributions to its defined benefit pension plans in 2009.

Income Taxes. The process of providing for income taxes and determining the related balance sheet accounts requires management to assess uncertainties, make judgments regarding outcomes and utilize estimates. The Company conducts a broad range of operations around the world and is therefore subject to complex tax regulations in numerous international taxing jurisdictions, resulting at times in tax audits, disputes and potential litigation, the outcome of which is uncertain. Management must make judgments currently about such uncertainties and determine estimates of the Company's tax assets and liabilities. To the extent the final outcome differs, future adjustments to the Company's tax assets and liabilities may be necessary.

The Company assesses the realizability of its deferred tax assets, taking into consideration the Company's forecast of future taxable income, available net operating loss carryforwards and available tax planning strategies that could be implemented to realize the deferred tax assets. Based on this assessment, management must evaluate the need for, and the amount of, valuation allowances against the Company's deferred tax assets. To the extent facts and circumstances change in the future, adjustments to the valuation allowances may be required.

Effective January 1, 2007, the Company adopted the provisions of FIN 48, *Accounting for Uncertainty in Income Taxes*. In accordance with FIN 48, the Company is required to assess the uncertainty in its tax positions, by applying a minimum recognition threshold a tax position is required to meet before a tax benefit is recognized in the financial statements. Once the minimum threshold is met, using a more likely than not standard, a series of probability estimates is made for each item to properly measure and record a tax benefit. The tax benefit recorded is generally equal to the highest probable outcome that is more than 50% likely to be realized after full disclosure and resolution of a tax examination. The underlying probabilities are determined based on the best available objective evidence such as recent tax audit outcomes, published guidance, external expert opinion, or by analogy to the outcome of similar issues in the past. There can be no assurance that these estimates will ultimately be realized given continuous changes in tax policy, legislation and audit practice.

As a result of the adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), the Company recorded a \$4.7 million increase in liabilities associated with unrecognized tax benefits, including interest and penalties of \$2.4 million, a decrease of \$1.2 million in goodwill related to a previous business combination and a \$5.9 million charge to the January 1, 2007 opening balance of retained earnings. The Company recognizes interest and penalties accrued related to uncertain tax positions in income

tax expense.

A-16

Recently Issued Financial Accounting Standards

Effective January 1, 2008, the Company adopted SFAS No. 157, *Fair Value Measurements* (SFAS 157). In February 2008, the FASB issued FASB Staff Position No. 157-2, *Effective Date of FASB Statement No. 157*, which provides a one year deferral of the effective date of SFAS 157 for fair value measurements of nonfinancial assets and nonfinancial liabilities, except for items recognized or disclosed at fair value on a non-recurring basis (at least annually). The deferral applies to fair value in goodwill impairment testing, indefinite-lived intangible assets measured at fair value for impairment testing, asset retirement obligations initially measured at fair value, and nonfinancial assets and nonfinancial liabilities initially measured at fair value in a business combination. Therefore, the Company has adopted the provisions of SFAS 157 with respect to its financial assets and liabilities only. SFAS 157 defines fair value, establishes a framework for measuring fair value under U.S. GAAP and enhances disclosures about fair value measurements. Fair value is defined under SFAS 157 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

SFAS 157 establishes a valuation hierarchy for disclosure of the inputs to the valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

At December 31, 2008, \$0.3 million of the Company's cash and cash equivalents and \$4.2 million of marketable securities are valued as level 1 investments. The Company held \$8.5 million valued as level 2 investments in the investments and other assets line of the consolidated balance sheet. For the year ended December 31, 2008, gains and losses on the investments noted above were not material.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* (SFAS 141R). This statement significantly changes the financial accounting and reporting of business combination transactions in the Company's consolidated financial statements. SFAS 141R is effective for fiscal years beginning after December 15, 2008 and prohibits early adoption. Upon adoption, SFAS 141R will not have a significant impact on the Company's consolidated results of operations, financial position or cash flows. However, depending on the nature of an acquisition or the quantity of acquisitions entered into after the adoption, SFAS 141R may significantly impact the Company's consolidated results of operations, financial position or cash flows when compared to acquisitions accounted for under existing U.S. GAAP and result in more earnings volatility and generally lower earnings due to, among other items, the expensing of deal costs and restructuring costs of acquired companies.

In November 2008, the FASB ratified the consensus reached in Emerging Issues Task Force (EITF) Issue No. 08-7, *Accounting for Defensive Intangible Assets* (EITF 08-7). EITF 08-7 clarifies how to account for acquired defensive intangible assets subsequent to initial measurement under SFAS 141R that the Company does not intend to actively use but does intend to hold to prevent others from obtaining access to the asset. EITF 08-7 is effective for fiscal years beginning after December 15, 2008, along with SFAS 141R. The Company has evaluated EITF 08-7 and does not expect the adoption of EITF 08-7 to have a material impact on its consolidated results of operations, financial position or cash flows.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51* (SFAS 160). SFAS 160 significantly changes the accounting for and reporting of noncontrolling (minority) interests in the Company s consolidated financial statements. SFAS 160 is effective for fiscal years beginning after December 15, 2008 and prohibits early adoption. The Company does not expect the adoption of SFAS 160 to have an impact on its consolidated results of operations, financial position or cash flows.

In April 2008, the FASB issued FASB Staff Position No. FAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSP FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing

renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS 142. FSP FAS 142-3 is intended to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141R, and other U.S. GAAP. FSP FAS 142-3 applies to all intangible assets and is effective for financial statements issued for fiscal years beginning after December 15, 2008 and interim periods within those fiscal years. The Company has evaluated FSP FAS 142-3 and does not expect the adoption of FSP FAS 142-3 to have a material impact on its consolidated results of operations, financial position or cash flows.

Internal Reinvestment

Capital Expenditures

Capital expenditures were \$44.2 million or 1.7% of sales in 2008, compared with \$37.6 million or 1.8% of sales in 2007. 54% of the expenditures in 2008 were for improvements to existing equipment or additional equipment to increase productivity and expand capacity. The Company's 2008 capital expenditures increased due to a continuing emphasis on spending to improve productivity and expand manufacturing capabilities. The 2009 capital expenditures are expected to approximate 2.0% of sales, with a continued emphasis on spending to improve productivity.

Product Development and Engineering

The Company is committed to research, product development and engineering activities that are designed to identify and develop potential new and improved products or enhance existing products. Research, product development and engineering costs before customer reimbursement were \$115.9 million, \$102.9 million and \$87.6 million in 2008, 2007 and 2006, respectively. Customer reimbursements in 2008, 2007 and 2006 were \$6.1 million, \$7.1 million and \$6.4 million, respectively. These amounts included net Company-funded research and development expenses of \$57.5 million, \$52.9 million and \$42.0 million, respectively. All such expenditures were directed toward the development of new products and processes and the improvement of existing products and processes.

Environmental Matters

Certain historic processes in the manufacture of products have resulted in environmentally hazardous waste by-products as defined by federal and state laws and regulations. While these waste products were handled in compliance with regulations existing at that time, at December 31, 2008, the Company is named a Potentially Responsible Party (PRP) at 16 non-AMETEK-owned former waste disposal or treatment sites (the non-owned sites). The Company is identified as a de minimis party in 14 of these sites based on the low volume of waste attributed to the Company relative to the amounts attributed to other named PRPs. In 10 of these sites, the Company has reached a tentative agreement on the cost of the de minimis settlement to satisfy its obligation and is awaiting executed agreements. The tentatively agreed-to settlement amounts are fully reserved. In the other four sites, the Company is continuing to investigate the accuracy of the alleged volume attributed to the Company as estimated by the parties primarily responsible for remedial activity at the sites to establish an appropriate settlement amount. In the two remaining sites where the Company is a non-de minimis PRP, the Company is participating in the investigation and/or related required remediation as part of a PRP Group and reserves have been established sufficient to satisfy the Company's expected obligation. The Company historically has resolved these issues within established reserve levels and reasonably expects this result will continue. In addition to these non-owned sites, the Company has an ongoing practice of providing reserves for probable remediation activities at certain of its current or previously owned manufacturing locations (the owned sites). For claims and proceedings against the Company with respect to other environmental matters, reserves are established once the Company has determined that a loss is probable and estimable. This estimate is refined as the Company moves through the various stages of investigation, risk assessment, feasibility study and corrective action processes. In certain instances, the Company has developed a range of estimates

for such costs and has recorded a liability based on the low end of the range. It is reasonably possible that the actual cost of remediation of the individual sites could vary from the current estimates and the amounts accrued in the consolidated financial statements; however, the amounts of such variances are not expected to result in a material change to the consolidated financial statements. In estimating the Company's liability for

A-18

remediation, the Company also considers the likely proportionate share of the anticipated remediation expense and the ability of the other PRPs to fulfill their obligations.

Total environmental reserves at December 31, 2008 and 2007 were \$28.4 million and \$25.3 million, respectively, for non-owned and owned sites. In 2008, the Company provided \$7.3 million of additional reserves, including \$5.6 million for existing sites and \$1.7 million related to recent acquisitions. Additionally, the Company spent \$4.2 million on environmental matters in 2008. The Company's reserves for environmental liabilities at December 31, 2008 and 2007 include reserves of \$17.9 million and \$18.0 million, respectively, for an owned site acquired in connection with the fiscal 2005 acquisition of HCC Industries (HCC). The Company is solely liable for the performance of remedial activities for one of several operating units making up a large Superfund site in the San Gabriel Valley of California. The Company has obtained indemnifications and other financial assurances from the former owners of HCC related to the costs of the required remedial activities. At December 31, 2008, the Company has \$12.4 million in receivables related to HCC for probable recoveries from third-party escrow funds and other committed third-party funds to support the required remediation. Also, the Company is indemnified by HCC's former owners for up to \$19.0 million of additional costs.

The Company has agreements with other former owners of certain of its acquired businesses, as well as new owners of previously owned businesses. Under certain of the agreements, the former or new owners retained, or assumed and agreed to indemnify the Company against, certain environmental and other liabilities under certain circumstances. The Company and some of these other parties also carry insurance coverage for some environmental matters. To date, these parties have met their obligations in all material respects; however, one of these companies filed for bankruptcy liquidation in 2007, as discussed further in the following paragraph.

In October 2008, the Company received a Notice of Administrative Civil Liability from the San Diego Regional Water Quality Control Board seeking certain penalties. The Notice claims that a former subsidiary of AMETEK, which became a separate company in 1988 and filed for bankruptcy liquidation in 2007, failed to adequately produce a delineation report and feasibility study within specified time frames. We believe we have good and valid defenses to this claim and intend to vigorously defend against it.

The Company believes it has established reserves which are sufficient to perform all known responsibilities under existing claims and consent orders. The Company has no reason to believe that other third parties would fail to perform their obligations in the future. In the opinion of management, based upon presently available information and past experience related to such matters, an adequate provision for probable costs has been made and the ultimate cost resulting from these actions is not expected to materially affect the consolidated financial position, results of operations or cash flows of the Company.

Market Risk

The Company's primary exposures to market risk are fluctuations in interest rates, foreign currency exchange rates and commodity prices, which could impact its results of operations and financial condition. The Company addresses its exposure to these risks through its normal operating and financing activities. The Company's differentiated and global business activities help to reduce the impact that any particular market risk may have on its operating earnings as a whole.

The Company's short-term debt carries variable interest rates and generally its long-term debt carries fixed rates. These financial instruments are more fully described in the notes to the consolidated financial statements.

The foreign currencies to which the Company has the most significant exchange rate exposure are the Euro, the British pound, the Japanese yen, the Chinese renminbi and the Mexican peso. Exposure to foreign currency rate

fluctuation is monitored, and when possible, mitigated through the occasional use of local borrowings and derivative financial instruments in the foreign country affected. The effect of translating foreign subsidiaries' balance sheets into U.S. dollars is included in other comprehensive income within stockholders' equity. Foreign currency transactions have not had a significant effect on the operating results reported by the Company because revenues and costs associated with the revenues are generally transacted in the same foreign currencies.

The primary commodities to which the Company has market exposure are raw material purchases of nickel, aluminum, copper, steel, titanium and gold. Exposure to price changes in these commodities is generally mitigated

through adjustments in selling prices of the ultimate product and purchase order pricing arrangements, although forward contracts are sometimes used to manage some of those exposures.

Based on a hypothetical ten percent adverse movement in interest rates, commodity prices or foreign currency exchange rates, the Company's best estimate is that the potential losses in future earnings, fair value of risk-sensitive financial instruments and cash flows are not material, although the actual effects may differ materially from the hypothetical analysis.

Forward-Looking Information

Certain matters discussed in this Appendix are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995 (PSLRA), which involve risk and uncertainties that exist in the Company's operations and business environment and can be affected by inaccurate assumptions, or by known or unknown risks and uncertainties. Many such factors will be important in determining the Company's actual future results. The Company wishes to take advantage of the safe harbor provisions of the PSLRA by cautioning readers that numerous important factors, in some cases have caused, and in the future could cause, the Company's actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Company. Additional information concerning risk and other factors that could have a material adverse effect on our business, or cause actual results to differ from projections is contained in the Company's Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, subsequent events or otherwise, unless required by the securities laws to do so.

Management's Responsibility for Financial Statements

Management has prepared and is responsible for the integrity of the consolidated financial statements and related information. The statements are prepared in conformity with U.S. generally accepted accounting principles consistently applied and include certain amounts based on management's best estimates and judgments. Historical financial information elsewhere in this report is consistent with that in the financial statements.

In meeting its responsibility for the reliability of the financial information, management maintains a system of internal accounting and disclosure controls, including an internal audit program. The system of controls provides for appropriate division of responsibility and the application of written policies and procedures. That system, which undergoes continual reevaluation, is designed to provide reasonable assurance that assets are safeguarded and records are adequate for the preparation of reliable financial data.

Management is responsible for establishing and maintaining adequate controls over financial reporting. We maintain a system of internal controls that is designed to provide reasonable assurance as to the fair and reliable preparation and presentation of the consolidated financial statements; however, there are inherent limitations in the effectiveness of any system of internal controls.

Management recognizes its responsibility for conducting the Company's activities according to the highest standards of personal and corporate conduct. That responsibility is characterized and reflected in a code of business conduct for all employees, and in a financial code of ethics for the Chief Executive Officer and Senior Financial Officers, as well as in other key policy statements publicized throughout the Company.

The Audit Committee of the Board of Directors, which is composed solely of independent directors who are not employees of the Company, meets with the independent registered public accounting firm, the internal auditors and management to satisfy itself that each is properly discharging its responsibilities. The report of the Audit Committee is included in the Proxy Statement of the Company for its 2009 Annual Meeting. Both the independent registered public accounting firm and the internal auditors have direct access to the Audit Committee.

The Company's independent registered public accounting firm, Ernst & Young LLP, is engaged to render an opinion as to whether management's financial statements present fairly, in all material respects, the Company's financial position and operating results. This report is included on page A-23.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2008 based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management concluded that the Company's internal control over financial reporting was effective as of December 31, 2008.

The Company's internal control over financial reporting as of December 31, 2008 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report, which appears on page A-22.

Frank S. Hermance
Chairman and Chief Executive Officer

John J. Molinelli
Executive Vice President Chief Financial Officer

February 25, 2009

A-21

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

To the Board of Directors and Stockholders of AMETEK, Inc.:

We have audited AMETEK, Inc.'s internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). AMETEK, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying *Management's Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, AMETEK, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of AMETEK, Inc. as of December 31, 2008 and 2007, and the related consolidated statements of income, cash flows, and stockholders' equity for each of the three years in the period ended December 31, 2008, and our report dated February 25, 2009 expressed an unqualified opinion thereon.

Philadelphia, Pennsylvania
February 25, 2009

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
ON FINANCIAL STATEMENTS**

To the Board of Directors and Stockholders of AMETEK, Inc.:

We have audited the accompanying consolidated balance sheets of AMETEK, Inc. as of December 31, 2008 and 2007, and the related consolidated statements of income, cash flows, and stockholders' equity for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of AMETEK, Inc. at December 31, 2008 and 2007, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

As discussed in Notes 1 and 11, the Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, effective January 1, 2007. Also, as discussed in Note 12, the Company adopted in 2006 the balance sheet recognition and disclosure requirements and in 2008 the measurement date provisions of SFAS No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), AMETEK, Inc.'s internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2009 expressed an unqualified opinion thereon.

Philadelphia, Pennsylvania
February 25, 2009

AMETEK, Inc.**Consolidated Statement of Income**
(In thousands, except per share amounts)

	Year Ended December 31,		
	2008	2007	2006
Net sales	\$ 2,531,135	\$ 2,136,850	\$ 1,819,290
Operating expenses:			
Cost of sales, excluding depreciation	1,730,086	1,444,514	1,251,920
Selling, general and administrative	322,552	263,472	219,454
Depreciation	45,843	42,290	38,922
Total operating expenses	2,098,481	1,750,276	1,510,296
Operating income	432,654	386,574	308,994
Other expenses:			
Interest expense	(63,652)	(46,866)	(42,167)
Other, net	(2,786)	(3,264)	(3,141)
Income before income taxes	366,216	336,444	263,686
Provision for income taxes	119,264	108,424	81,752
Net income	\$ 246,952	\$ 228,020	\$ 181,934
Basic earnings per share	\$ 2.33	\$ 2.15	\$ 1.74
Diluted earnings per share	\$ 2.30	\$ 2.12	\$ 1.71
Weighted average common shares outstanding:			
Basic shares	106,148	105,832	104,841
Diluted shares	107,443	107,580	106,608

See accompanying notes.

AMETEK, Inc.**Consolidated Balance Sheet**
(In thousands, except share amounts)

	December 31,	
	2008	2007
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 86,980	\$ 170,139
Marketable securities	4,230	10,842
Receivables, less allowance for possible losses	406,012	395,631
Inventories	349,509	301,679
Deferred income taxes	30,919	23,294
Other current assets	76,936	50,619
Total current assets	954,586	952,204
Property, plant and equipment, net	307,908	293,107
Goodwill	1,240,052	1,045,733
Other intangibles, net of accumulated amortization	441,785	312,349
Investments and other assets	111,211	142,307
Total assets	\$ 3,055,542	\$ 2,745,700
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	\$ 18,438	\$ 236,005
Accounts payable	203,742	206,170
Income taxes payable	31,649	28,437
Accrued liabilities	193,684	170,138
Total current liabilities	447,513	640,750
Long-term debt	1,093,243	666,953
Deferred income taxes	144,941	116,568
Other long-term liabilities	82,073	80,722
Total liabilities	1,767,770	1,504,993
Stockholders equity:		
Preferred stock, \$0.01 par value; authorized: 5,000,000 shares; none issued		
Common stock, \$0.01 par value; authorized: 400,000,000 shares; issued: 2008 110,188,937 shares; 2007 109,749,985 shares	1,102	1,097
Capital in excess of par value	203,000	174,450
Retained earnings	1,320,470	1,099,111
Accumulated other comprehensive (loss) income	(144,767)	5,370
Less: Treasury stock: 2008 3,461,541 shares; 2007 2,381,778 shares	(92,033)	(39,321)

Total stockholders' equity	1,287,772	1,240,707
Total liabilities and stockholders' equity	\$ 3,055,542	\$ 2,745,700

See accompanying notes.

A-25

AMETEK, Inc.

Consolidated Statement of Stockholders Equity
(In thousands)

	Year Ended December 31,					
	2008		2007		2006	
	Comprehensive Income	Stockholders Equity	Comprehensive Income	Stockholders Equity	Comprehensive Income	Stockholders Equity
Capital Stock						
Preferred Stock, \$0.01 par value	\$		\$		\$	
Common Stock, \$0.01 par value						
Balance at the beginning of the year		1,097		1,085		1,075
Shares issued		5		12		10
Balance at the end of the year		1,102		1,097		1,085
Capital in Excess of Par Value						
Balance at the beginning of the year		174,450		134,001		107,086
Issuance of common stock under employee stock plans		3,474		15,455		9,768
Share-based compensation costs		20,186		15,530		12,441
Excess tax benefits from exercise of stock options		4,890		9,464		4,706
Balance at the end of the year		203,000		174,450		134,001
Retained Earnings						
Balance at the beginning of the year		1,099,111		902,379		739,522
Adoption of FIN 48				(5,901)		
Net income	\$ 246,952	246,952	\$ 228,020	228,020	\$ 181,934	181,934
Cash dividends paid		(25,685)		(25,748)		(18,832)
Other		92		361		(245)
		1,320,470		1,099,111		902,379

Balance at the end of the year

Accumulated Other Comprehensive (Loss) Income

Foreign currency translation:

Balance at the beginning of the year		7,331		(1,137)		(17,838)
Translation adjustments, net of tax of \$-, \$- and (\$85) in 2008, 2007 and 2006, respectively	(46,784)		6,056		8,542	
(Loss) gain on net investment hedges, net of tax benefit (expense) of \$6,058, (\$1,298) and (\$1,374) in 2008, 2007 and 2006, respectively	(11,253)		2,412		8,159	
	(58,037)	(58,037)	8,468	8,468	16,701	16,701

Balance at the end of the year

(50,706) 7,331 (1,137)

Defined benefit pension plans:

Balance at the beginning of the year		(3,040)		(33,213)		(3,380)
Adjustments during the year, net of tax of (\$1,536)					2,852	2,852
Change in pension plans, net of tax benefit (expense) of \$56,344 and (\$14,141) in 2008 and 2007	(90,320)	(90,320)	30,173	30,173		
Adoption of SFAS No. 158, net of tax of \$17,179						(32,685)

Balance at the end of the year

(93,360) (3,040) (33,213)

Unrealized holding gain (loss) on available-for-sale securities:

Balance at the beginning of the year		1,079		798		302
(Decrease) increase during the year, net of tax benefit	(1,780)	(1,780)	281	281	496	496

(expense) of (\$958), \$151 and \$430 in 2008, 2007 and 2006, respectively

Balance at the end of the year		(701)	1,079	798
Total other comprehensive (loss) income for the year	(150,137)		38,922	20,049
Total comprehensive income for the year	\$ 96,815		\$ 266,942	\$ 201,983
Accumulated other comprehensive income (loss) at the end of the year		(144,767)	5,370	(33,552)
Treasury Stock				
Balance at the beginning of the year		(39,321)	(37,241)	(17,247)
Issuance of common stock under employee stock plans		4,732	3,357	1,081
Purchase of treasury stock		(57,444)	(5,437)	(21,075)
Balance at the end of the year		(92,033)	(39,321)	(37,241)
Total Stockholders Equity		\$ 1,287,772	\$ 1,240,707	\$ 966,672

See accompanying notes.

AMETEK, Inc.

Consolidated Statement of Cash Flows
(In thousands)

	Year Ended December 31,		
	2008	2007	2006
Cash provided by (used for):			
Operating activities:			
Net income	\$ 246,952	\$ 228,020	\$ 181,934
Adjustments to reconcile net income to total operating activities:			
Depreciation and amortization	63,261	52,665	45,929
Deferred income tax expense (benefit)	29,742	4,769	(524)
Share-based compensation expense	20,186	15,530	12,441
Changes in assets and liabilities, net of acquisitions:			
Decrease (increase) in receivables	6,636	(26,944)	(26,042)
(Increase) decrease in inventories and other current assets	(35,180)	194	(6,225)
Increase in payables, accruals and income taxes	3,161	13,421	29,751
Decrease in other long-term liabilities	(1,907)	(7,153)	(1,819)
Pension contribution	(79,905)	(5,162)	(13,721)
Other	(5,681)	3,183	4,243
Total operating activities	247,265	278,523	225,967
Investing activities:			
Additions to property, plant and equipment	(44,215)	(37,620)	(29,156)
Purchases of businesses, net of cash acquired	(463,012)	(300,569)	(177,639)
Decrease (increase) in marketable securities	6,323	(1,700)	(871)
Other	4,282	5,228	1,641
Total investing activities	(496,622)	(334,661)	(206,025)
Financing activities:			
Net change in short-term borrowings	69,693	(162,589)	4,048
Additional long-term borrowings	430,000	370,000	29,507
Reduction in long-term borrowings	(232,835)	(26,553)	(18,186)
Repayment of life insurance policy loans	(21,394)		
Repurchases of common stock	(57,444)	(5,437)	(21,075)
Cash dividends paid	(25,685)	(25,748)	(18,832)
Excess tax benefits from share-based payments	4,890	9,464	4,706
Proceeds from employee stock plans and other	6,238	14,961	9,878
Total financing activities	173,463	174,098	(9,954)
Effect of exchange rate changes on cash and cash equivalents	(7,265)	3,088	3,558
(Decrease) increase in cash and cash equivalents	(83,159)	121,048	13,546

Cash and cash equivalents:

Beginning of year	170,139	49,091	35,545
End of year	\$ 86,980	\$ 170,139	\$ 49,091

See accompanying notes.

A-27

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Significant Accounting Policies

Basis of Consolidation

The accompanying consolidated financial statements reflect the operations, financial position and cash flows of AMETEK, Inc. (the Company), and include the accounts of the Company and subsidiaries, after elimination of all intercompany transactions in the consolidation. The Company's investments in 50% or less owned joint ventures are accounted for by the equity method of accounting. Such investments are not significant to the Company's consolidated results of operations, financial position or cash flows.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash Equivalents, Securities and Other Investments

All highly liquid investments with maturities of three months or less when purchased are considered cash equivalents. At December 31, 2008 and 2007, all of the Company's equity securities and fixed-income securities (primarily those of a captive insurance subsidiary) are classified as available-for-sale, although the Company may hold fixed-income securities until their maturity dates. Fixed-income securities generally mature within three years. The aggregate market value of equity and fixed-income securities at December 31, 2008 and 2007 was \$11.9 million (\$12.9 million amortized cost) and \$17.9 million (\$16.3 million amortized cost), respectively. The temporary unrealized gain or loss on such securities is recorded as a separate component of accumulated other comprehensive income (in stockholders equity), and is not material. The Company had \$0.2 million of other-than-temporary impairment losses in 2008 and no other-than-temporary impairment losses in 2007. Certain of the Company's other investments, which are not significant, are also accounted for by the equity method of accounting as discussed above.

Accounts Receivable

The Company maintains allowances for estimated losses resulting from the inability of specific customers to meet their financial obligations to the Company. A specific reserve for doubtful receivables is recorded against the amount due from these customers. For all other customers, the Company recognizes reserves for doubtful receivables based on the length of time specific receivables are past due based on past experience. The allowance for possible losses on receivables was \$8.5 million and \$6.4 million at December 31, 2008 and 2007, respectively. See Note 6.

Inventories

The Company uses the first-in, first-out (FIFO) method of accounting, which approximates current replacement cost, for 62% of its inventories at December 31, 2008. The last-in, first-out (LIFO) method of accounting is used to determine cost for the remaining 38% of the Company's inventory at December 31, 2008. For inventories where cost is determined by the LIFO method, the excess of the FIFO value over the LIFO value was \$30.8 million and \$35.6 million at December 31, 2008 and 2007, respectively. The Company provides estimated inventory reserves for slow-moving and obsolete inventory based on current assessments about future demand, market conditions, customers

who may be experiencing financial difficulties and related management initiatives.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Expenditures for additions to plant facilities, or that extend their useful lives, are capitalized. The cost of minor tools, jigs and dies, and maintenance and repairs is charged to

A-28

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

operations as incurred. Depreciation of plant and equipment is calculated principally on a straight-line basis over the estimated useful lives of the related assets. The range of lives for depreciable assets is generally three to 10 years for machinery and equipment, five to 27 years for leasehold improvements and 25 to 50 years for buildings.

Revenue Recognition

The Company recognizes revenue on product sales in the period when the sales process is complete. This generally occurs when products are shipped to the customer in accordance with terms of an agreement of sale, under which title and risk of loss have been transferred, collectability is reasonably assured and pricing is fixed or determinable. For a small percentage of sales where title and risk of loss passes at point of delivery, the Company recognizes revenue upon delivery to the customer, assuming all other criteria for revenue recognition are met. The policy, with respect to sales returns and allowances, generally provides that the customer may not return products or be given allowances, except at the Company's option. The Company has agreements with distributors that do not provide expanded rights of return for unsold products. The distributor purchases the product from the Company, at which time title and risk of loss transfers to the distributor. The Company does not offer substantial sales incentives and credits to its distributors other than volume discounts. The Company accounts for these sales incentives as a reduction of revenues when the sale is recognized in the income statement. Accruals for sales returns, other allowances and estimated warranty costs are provided at the time revenue is recognized based upon past experience. At December 31, 2008, 2007 and 2006, the accrual for future warranty obligations was \$16.1 million, \$14.4 million and \$10.9 million, respectively. The Company's expense for warranty obligations was \$12.2 million in 2008, \$11.3 million in 2007 and \$7.6 million in 2006. The warranty periods for products sold vary widely among the Company's operations, but for the most part do not exceed one year. The Company calculates its warranty expense provision based on past warranty experience and adjustments are made periodically to reflect actual warranty expenses.

Research and Development

Company-funded research and development costs are charged to operations as incurred and were \$57.5 million in 2008, \$52.9 million in 2007 and \$42.0 million in 2006.

Shipping and Handling Costs

Shipping and handling costs are included in cost of sales and were \$34.0 million in 2008, \$27.5 million in 2007 and \$23.5 million in 2006.

Earnings Per Share

The calculation of basic earnings per share is based on the weighted average number of common shares considered outstanding during the periods. The calculation of diluted earnings per share reflects the effect of all potentially dilutive securities (principally outstanding common stock options and restricted stock grants). The number of weighted average shares used in the calculation of basic earnings per share and diluted earnings per share were as follows for the years ended December 31:

2008	2007	2006
------	------	------

(In thousands)**Weighted average shares**

Basic shares	106,148	105,832	104,841
Stock option and awards plans	1,295	1,748	1,767
Diluted shares	107,443	107,580	106,608

A-29

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Financial Instruments and Foreign Currency Translation*

Assets and liabilities of foreign operations are translated using exchange rates in effect at the balance sheet date and their results of operations are translated using average exchange rates for the year. Certain transactions of the Company and its subsidiaries are made in currencies other than their functional currency. Exchange gains and losses from those transactions are included in operating results for the year.

The Company makes infrequent use of derivative financial instruments. Forward contracts are entered into from time to time to hedge specific firm commitments for certain inventory purchases or export sales, thereby minimizing the Company's exposure to raw material commodity price or foreign currency fluctuation. No forward contracts were outstanding at December 31, 2008. During 2008, the Company was party to certain commodity price forward contracts pertaining to raw materials, which were not significant. These forward contracts were acquired as a part of a 2008 acquisition. At December 31, 2007, the Company was party to certain foreign currency forward contracts, which were not significant. These forward contracts were acquired as a part of a 2007 acquisition. In instances where transactions are designated as hedges of an underlying item, the gains and losses on those transactions are included in accumulated other comprehensive income (AOCI) within stockholders' equity to the extent they are effective as hedges. The Company has designated certain foreign-currency-denominated long-term debt as hedges of the net investment in certain foreign operations. These net investment hedges are the Company's British-pound-denominated long-term debt and Euro-denominated long-term debt, pertaining to certain European acquisitions whose functional currencies are either the British pound or the Euro. These acquisitions were financed by foreign-currency-denominated borrowings under the Company's revolving credit facility and all but 40 million British pounds (\$58.4 million) at December 31, 2008 was subsequently refinanced with long-term private placement debt. These borrowings were designed to create net investment hedges in each of the foreign subsidiaries on their respective dates of acquisition. Statement of Financial Accounting Standards (SFAS) No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), permits hedging the foreign currency exposure of a net investment in a foreign operation. In accordance with SFAS 133, on the respective dates of acquisition, the Company designated the British pound- and Euro-denominated loans referred to above as hedging instruments to offset foreign exchange gains or losses on the net investment in the acquired business due to changes in the British pound and Euro exchange rates. These net investment hedges were evidenced by management's documentation supporting the contemporaneous hedge designation on the acquisition dates. As required by SFAS 133, any gain or loss on the hedging instrument following hedge designation (the debt), is reported in AOCI in the same manner as the translation adjustment on the investment based on changes in the spot rate, which is used to measure hedge effectiveness. As of December 31, 2008 and 2007, all net investment hedges were effective. At December 31, 2008, the translation losses on the net carrying value of the foreign-currency-denominated investments exceeded the translation gains on the carrying value of the underlying debt and the difference is included in AOCI. At December 31, 2007, the translation gains on the net carrying value of the foreign-currency-denominated investments exceeded the translation losses on the carrying value of the underlying debt and the difference is included in AOCI. An evaluation of hedge effectiveness is performed by the Company on an ongoing basis and any changes in the hedge are made as appropriate.

At December 31, 2008 and 2007, the Company had \$189.7 million and \$178.8 million, respectively, of British pound-denominated loans, which are designated as a hedge against the net investment in foreign subsidiaries acquired in 2008, 2004 and 2003. At December 31, 2008 and 2007, the Company had \$69.8 million and \$73.0 million, respectively, of Euro-denominated loans, which were designated as a hedge against the net investment in a foreign subsidiary acquired in 2005. As a result of these British pound- and Euro-denominated loans being designated and

effective as net investment hedges, \$55.6 million of currency gains and \$9.6 million of currency losses have been included in the foreign currency translation component of other comprehensive income at December 31, 2008 and 2007, respectively.

A-30

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Share-Based Compensation

The Company accounts for share-based payments in accordance with SFAS No. 123(R), *Share-Based Payment* (SFAS 123R). Accordingly, the Company expenses the fair value of awards made under its share-based plans. That cost is recognized in the consolidated financial statements over the requisite service period of the grants. See Note 9.

Goodwill and Other Intangible Assets

The Company accounts for purchased goodwill and other intangible assets in accordance with SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). Under SFAS 142, purchased goodwill and intangible assets with indefinite lives, primarily trademarks and trade names, are not amortized; rather, they are tested for impairment at least annually.

Intangible assets, other than goodwill, with definite lives are amortized over their estimated useful lives. Patents are being amortized over useful lives of four to 20 years. Customer relationships are being amortized over a period of two to 20 years. Miscellaneous other intangible assets are being amortized over a period of 13 to 20 years. The Company periodically evaluates the reasonableness of the estimated useful lives of these intangible assets.

In order to test goodwill and intangible assets with indefinite lives for impairment under SFAS 142, a determination of the fair value of the Company's reporting units and its other intangible assets with indefinite lives is required and is based upon, among other things, estimates of future operating performance. Changes in market conditions, among other factors, may have an impact on these estimates. The Company completed its required annual impairment tests in the fourth quarter of 2008, 2007 and 2006 and determined that the carrying values of goodwill and other intangible assets with indefinite lives were not impaired.

Income Taxes

The Company adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), on January 1, 2007. As a result of the adoption of FIN 48, the Company recorded a \$4.7 million increase in liabilities associated with unrecognized tax benefits, including interest and penalties of \$2.4 million, a decrease of \$1.2 million in goodwill related to a previous business combination and a \$5.9 million charge to the January 1, 2007, opening balance of retained earnings. The Company recognizes interest and penalties accrued related to uncertain tax positions in income tax expense.

The Company's annual provision for income taxes and determination of the related balance sheet accounts requires management to assess uncertainties, make judgments regarding outcomes and utilize estimates. The Company conducts a broad range of operations around the world and is therefore subject to complex tax regulations in numerous international taxing jurisdictions, resulting at times in tax audits, disputes and potential litigation, the outcome of which is uncertain. Management must make judgments currently about such uncertainties and determine estimates of the Company's tax assets and liabilities. To the extent the final outcome differs, future adjustments to the Company's tax assets and liabilities may be necessary.

The Company also is required to assess the realizability of its deferred tax assets, taking into consideration the Company's forecast of future taxable income, available net operating loss carryforwards and available tax planning

strategies that could be implemented to realize the deferred tax assets. Based on this assessment, management must evaluate the need for, and amount of, valuation allowances against the Company's deferred tax assets. To the extent facts and circumstances change in the future, adjustments to the valuation allowances may be required.

2. Recently Issued Financial Accounting Standards

Effective January 1, 2008, the Company adopted SFAS No. 157, *Fair Value Measurements* (SFAS 157). In February 2008, the FASB issued FASB Staff Position No. 157-2, *Effective Date of FASB Statement No. 157*, which

A-31

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

provides a one year deferral of the effective date of SFAS 157 for fair value measurements of nonfinancial assets and nonfinancial liabilities, except for items recognized or disclosed at fair value on a non-recurring basis (at least annually). The deferral applies to fair value in goodwill impairment testing, indefinite-lived intangible assets measured at fair value for impairment testing, asset retirement obligations initially measured at fair value, and nonfinancial assets and nonfinancial liabilities initially measured at fair value in a business combination. Therefore, the Company has adopted the provisions of SFAS 157 with respect to its financial assets and liabilities only. SFAS 157 defines fair value, establishes a framework for measuring fair value under U.S. GAAP and enhances disclosures about fair value measurements. Fair value is defined under SFAS 157 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

SFAS 157 establishes a valuation hierarchy for disclosure of the inputs to the valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

At December 31, 2008, \$0.3 million of the Company's cash and cash equivalents and \$4.2 million of marketable securities are valued as level 1 investments. The Company held \$8.5 million valued as level 2 investments in the investments and other assets line of the consolidated balance sheet. For the year ended December 31, 2008, gains and losses on the investments noted above were not material.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* (SFAS 141R). This statement significantly changes the financial accounting and reporting of business combination transactions in the Company's consolidated financial statements. SFAS 141R is effective for fiscal years beginning after December 15, 2008 and prohibits early adoption. Upon adoption, SFAS 141R will not have a significant impact on the Company's consolidated results of operations, financial position or cash flows. However, depending on the nature of an acquisition or the quantity of acquisitions entered into after the adoption, SFAS 141R may significantly impact the Company's consolidated results of operations, financial position or cash flows when compared to acquisitions accounted for under existing U.S. GAAP and result in more earnings volatility and generally lower earnings due to, among other items, the expensing of deal costs and restructuring costs of acquired companies.

In November 2008, the FASB ratified the consensus reached in Emerging Issues Task Force (EITF) Issue No. 08-7, *Accounting for Defensive Intangible Assets* (EITF 08-7). EITF 08-7 clarifies how to account for acquired defensive intangible assets subsequent to initial measurement under SFAS 141R that the Company does not intend to actively use but does intend to hold to prevent others from obtaining access to the asset. EITF 08-7 is effective for fiscal years beginning after December 15, 2008, along with SFAS 141R. The Company has evaluated EITF 08-7 and does not expect the adoption of EITF 08-7 to have a material impact on its consolidated results of operations, financial position or cash flows.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51* (SFAS 160). SFAS 160 significantly changes the accounting for and reporting of noncontrolling (minority) interests in the Company s consolidated financial statements. SFAS 160 is effective for fiscal years beginning after December 15, 2008 and prohibits early adoption. The Company does not expect the adoption of SFAS 160 to have an impact on its consolidated results of operations, financial position or cash flows.

In April 2008, the FASB issued FASB Staff Position No. FAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSP FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS 142. FSP FAS 142-3 is intended to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141R, and other U.S. GAAP. FSP FAS 142-3 applies to all intangible assets and is effective for financial statements issued for fiscal years beginning after December 15, 2008 and interim periods within those fiscal years. The Company has evaluated FSP FAS 142-3 and does not expect the adoption of FSP FAS 142-3 to have a material impact on its consolidated results of operations, financial position or cash flows.

3. Fourth Quarter of 2008 Restructuring Charges and Asset Write-Downs

During the fourth quarter of 2008, the Company recorded pre-tax charges totaling \$40.0 million, which had the effect of reducing net income by \$27.3 million (\$0.25 per diluted share). These charges include restructuring costs for employee reductions and facility closures (\$32.6 million), as well as asset write-downs (\$7.4 million). Of the \$40.0 million in charges, \$32.9 million of the restructuring charges and asset write-downs were recorded in cost of sales and \$7.1 million of the restructuring charges and asset write-downs were recorded in Selling, general and administrative expenses. The restructuring charges and asset write-downs were reported in segment operating income as follows: \$20.4 million in EIG, \$19.4 million in EMG and \$0.2 million in Corporate administrative and other expenses. The restructuring costs for employee reductions and facility closures relate to plans established by the Company in 2008 as part of cost reduction initiatives to be broadly implemented across the Company's various businesses during fiscal 2009. The restructuring costs resulted from the consolidation of manufacturing facilities, the migration of production to low cost locales and a general reduction in workforce in response to lower levels of expected sales volumes in certain for the Company's businesses. The Company recorded pre-tax charges of \$30.1 million for severance costs for slightly more than 10% of the Company's workforce. The Company also recorded pre-tax charges of \$1.5 million for lease termination costs associated with the closure of certain facilities in 2009. Substantially all of the payments for employee severance and lease termination costs are expected to be made in 2009.

The following table provides a rollforward of the accruals established in the fourth quarter of 2008 for restructuring charges and asset write-downs:

	Restructuring Severance	Facility Closures	Asset Write-Downs	Total
	(In millions)			
Restructuring accruals at December 31, 2007	\$	\$	\$	\$
Pre-tax charges	30.1	2.5	7.4	40.0
Utilization		(1.0)	(7.4)	(8.4)
Restructuring accruals at December 31, 2008	\$ 30.1	\$ 1.5	\$	\$ 31.6

The fourth quarter of 2008 severance charge was recorded in accordance with SFAS No. 112, *Employers' Accounting for Postemployment Benefits* (SFAS 112). SFAS 112 is applicable to all types of postemployment benefits, which

constitute an ongoing benefit arrangement, including, but not limited to, salary continuation, supplemental unemployment benefits, severance benefits, job training, counseling and continuation of benefits such as health care benefits and life insurance coverage. Under SFAS 112, costs associated with such ongoing benefit arrangements are recorded no later than the period when it becomes probable that the costs will be incurred and the costs are reasonably estimable.

4. Acquisitions

The Company spent a total of approximately \$463.0 million in cash, net of cash acquired, for six acquisitions and one small technology line in 2008. The acquisitions include Drake Air (Drake) and Motion Control Group (MCG) in February 2008, Reading Alloys in April 2008, Vision Research, Inc. in June 2008, the programmable

A-33

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

power business of Xantrex Technology, Inc. (Xantrex Programmable) in August 2008 and Muirhead Aerospace Limited (Muirhead) in November 2008. Drake is a provider of heat-transfer repair services to the commercial aerospace industry and further expands the Company's presence in the global aerospace maintenance, repair and overhaul (MRO) services industry. MCG is a leading global manufacturer of highly customized motors and motion control solutions for the medical, life sciences, industrial automation, semiconductor and aviation markets. MCG enhances the Company's capability in providing precision motion technology solutions. Reading Alloys is a global leader in specialty titanium master alloys and highly engineered metal powders used in the aerospace, medical implant, military and electronics markets. Vision Research is a leading manufacturer of high-speed digital imaging systems used for motion capture and analysis in numerous test and measurement applications. Xantrex Programmable is a leader in alternating current and direct current programmable power supplies used to test electrical and electronic products. Muirhead is a leading manufacturer of motion technology products and a provider of avionics repair and overhaul services for the aerospace and defense markets. Drake, MCG, Reading Alloys and Muirhead are part of the Company's Electromechanical Group (EMG) and Vision Research and Xantrex Programmable are part of the Company's Electronic Instruments Group (EIG). The six businesses acquired have annualized sales of approximately \$290 million.

The acquisitions have been accounted for using the purchase method in accordance with SFAS No. 141, *Business Combinations*. Accordingly, the operating results of the above acquisitions have been included in the Company's consolidated results from the respective dates of acquisition.

The following table represents the tentative allocation of the aggregate purchase price for the net assets of the above acquisitions based on their estimated fair value:

	(In millions)
Property, plant and equipment	\$ 26.2
Goodwill	271.1
Other intangible assets	136.7
Net working capital and other	29.0
Total purchase price	\$ 463.0

The amount allocated to goodwill is reflective of the benefits the Company expects to realize from the acquisitions as follows: The Drake acquisition further expands the Company's position in the third-party aerospace MRO market. The MCG acquisition is a strategic fit with the Company's highly differentiated technical motors business, sharing common markets, customers, distribution channels and motor platforms. The Reading Alloys acquisition expands the Company's position in customized titanium products, adding to its capabilities in strip and foil products used in medical devices, electronic components and aerospace instruments. In addition, Reading Alloys' metal powder production techniques complement the Company's existing gas and water atomization capabilities. The Vision Research acquisition provides opportunities for growth in high-speed digital imaging and serves a number of the Company's markets, including aerospace and defense, general industrial, and research and development. The Xantrex Programmable acquisition significantly expands the Company's position in the niche market for programmable power

sources and provides the Company with further opportunities for growth in the electronic test and measurement equipment market. The Muirhead acquisition expands the Company's penetration in motion control products for the aerospace and defense markets, including actuators and other specialized linear motors, complementing our existing technical motor capabilities. No goodwill recorded as a part of the 2008 acquisitions will be deductible in future years for tax purposes.

The Company is in the process of conducting third-party valuations of certain tangible and intangible assets acquired, as well as finalizing restructuring plans for certain acquisitions. Adjustments to the allocation of purchase price will be recorded when this information is finalized. Therefore, the allocation of the purchase price is subject to revision.

A-34

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The valuations for the \$136.7 million preliminarily assigned to other intangible assets, related to the 2008 acquisitions, currently are being finalized by third-party appraisers. In connection with the finalization of the 2007 acquisitions, \$109.1 million was assigned to intangible assets, which consisted primarily of patents, technology, customer relationships and trade names with estimated lives ranging from six to 20 years.

In 2007, the Company spent \$300.6 million in cash, net of cash acquired, for seven acquisitions and one small technology line. The acquisitions include Seacon Phoenix, subsequently renamed AMETEK SCP, Inc. (SCP), in April 2007, Advanced Industries, Inc. (Advanced), B&S Aircraft Parts and Accessories (B&S) and Hamilton Precision Metals (Hamilton) in June 2007, Cameca SAS (Cameca) in August 2007, the Repair & Overhaul Division of Umeco plc (Umeco R&O) in November 2007 and California Instruments Corporation (California Instruments) in December 2007. SCP provides undersea electrical interconnect subsystems to the global submarine market. Advanced manufactures starter generators, brush and brushless motors, vane-axial centrifugal blowers for cabin ventilation and linear actuators for the business jet, light jet and helicopter markets. B&S provides third-party MRO services, primarily for starter generators and hydraulic and fuel system components, for a variety of business aircraft and helicopter applications. Hamilton produces highly differentiated niche specialty metals used in medical implant devices and surgical instruments, electronic components and measurement devices for aerospace and other industrial markets. Cameca is a manufacturer of high-end elemental analysis systems used in advanced laboratory research, semiconductor and nanotechnology applications. Umeco R&O provides third-party MRO services for a variety of helicopters and commercial and regional aircraft throughout Europe. California Instruments is a leader in the niche market for programmable alternating current (AC) power sources used to test electrical and electronic products, with an especially strong position in the high-power segment. Advanced, B&S, Cameca and California Instruments are part of EIG and SCP, Hamilton and Umeco R&O are part of EMG.

Had the 2008 acquisitions been made at the beginning of 2008, unaudited pro forma net sales, net income and diluted earnings per share for the year ended December 31, 2008 would not have been materially different than the amounts reported.

Had the 2008 acquisitions and the 2007 acquisitions been made at the beginning of 2007, unaudited pro forma net sales, net income and diluted earnings per share would have been as follows:

	Year Ended December 31, 2007 (In millions, except per share amount)	
Net sales	\$	2,571.0
Net income	\$	245.7
Diluted earnings per share	\$	2.28

Pro forma results are not necessarily indicative of the results that would have occurred if the acquisitions had been completed at the beginning of 2007.

In 2006, the Company spent \$177.6 million, net of cash acquired, for five new businesses and two small technology lines. The businesses acquired included Pulsar Technologies, Inc. (Pulsar) in February 2006, PennEngineering Motion

Technologies, Inc. (Pittman) in May 2006, Land Instruments International Limited (Land Instruments) in June 2006, Precitech in November 2006 and Southern Aeroparts, Inc. (SAI) in December 2006. Pulsar is a leading designer and manufacturer of specialized communications equipment for the electric utility market. Pittman is a leading designer and manufacturer of highly engineered motors. Land Instruments is a global supplier of high-end analytical instrumentation. Precitech is a leading manufacturer of ultraprecision machining systems for a variety of markets, including nanotechnology, military, defense and ophthalmic. SAI is a provider of third-party maintenance, repair and overhaul services to the commercial aerospace industry. Pittman and SAI are part of EMG and Pulsar, Land Instruments and Precitech are part of EIG.

A-35

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Acquisitions Subsequent to Year End*

On January 20, 2009, the Company announced the acquisition of High Standard Aviation, a provider of electrical and electromechanical, hydraulic and pneumatic repair services to the aerospace industry. High Standard Aviation broadens the global footprint of AMETEK's aerospace MRO business. High Standard Aviation, with annual sales of approximately \$31 million, will be part of AMETEK's Electromechanical Group.

5. Goodwill and Other Intangible Assets

The changes in the carrying amounts of goodwill by segment were as follows:

	EIG	EMG	Total
		(In millions)	
Balance at December 31, 2006	\$ 531.7	\$ 349.7	\$ 881.4
Goodwill acquired during the year	84.2	86.3	170.5
Purchase price allocation adjustments and other*	(9.2)	(12.8)	(22.0)
Foreign currency translation adjustments	15.3	0.5	15.8
Balance at December 31, 2007	622.0	423.7	1,045.7
Goodwill acquired during the year	164.6	106.5	271.1
Purchase price allocation adjustments and other*	(4.1)	(2.0)	(6.1)
Foreign currency translation adjustments	(45.3)	(25.3)	(70.6)
Balance at December 31, 2008	\$ 737.2	\$ 502.9	\$ 1,240.1

* Purchase price allocation adjustments reflect final purchase price allocations and revisions to certain preliminary allocations for recent acquisitions, which include reclassifications between goodwill and other intangible assets.

Other intangible assets were as follows at December 31:

	2008	2007
	(In thousands)	
Definite-lived intangible assets (subject to amortization):		
Patents	\$ 51,021	\$ 37,037
Purchased technology	69,041	34,865
Customer lists	203,335	118,047
Other acquired intangibles	38,441	55,053

	361,838	245,002
Accumulated amortization:		
Patents	(25,250)	(24,220)
Purchased technology	(22,870)	(21,717)
Customer lists	(23,331)	(12,361)
Other acquired intangibles	(26,468)	(26,605)
	(97,919)	(84,903)
Net intangible assets subject to amortization	263,919	160,099
Indefinite-lived intangible assets (not subject to amortization):		
Trademarks and trade names	177,866	152,250
	\$ 441,785	\$ 312,349

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Amortization expense was \$17.5 million, \$10.4 million and \$7.0 million for the years ended December 31, 2008, 2007 and 2006, respectively. Amortization expense for each of the next five years is expected to approximate \$20.8 million per year, not considering the impact of potential future acquisitions.

6. Other Consolidated Balance Sheet Information

	December 31,		
	2008	2007	
	(In thousands)		
INVENTORIES			
Finished goods and parts	\$ 66,416	\$ 52,206	
Work in process	81,282	86,858	
Raw materials and purchased parts	201,811	162,615	
	\$ 349,509	\$ 301,679	
PROPERTY, PLANT AND EQUIPMENT			
Land	\$ 27,342	\$ 28,720	
Buildings	199,696	195,888	
Machinery and equipment	612,474	592,950	
	839,512	817,558	
Less: Accumulated depreciation	(531,604)	(524,451)	
	\$ 307,908	\$ 293,107	
ACCRUED LIABILITIES			
Accrued employee compensation and benefits	\$ 59,915	\$ 56,171	
Severance and lease termination accruals	46,863	17,606	
Other	86,906	96,361	
	\$ 193,684	\$ 170,138	
	2008	2007	2006
	(In thousands)		
ALLOWANCES FOR POSSIBLE LOSSES ON ACCOUNTS AND NOTES RECEIVABLE			
Balance at the beginning of the year	\$ 6,393	\$ 7,387	\$ 7,581
Additions charged to expense	5,648	663	1,511

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Recoveries credited to allowance	10	22	182
Write-offs	(2,878)	(2,122)	(501)
Currency translation adjustments and other	(684)	443	(1,386)
Balance at the end of the year	\$ 8,489	\$ 6,393	\$ 7,387

A-37

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****7. Debt**

Long-term debt consisted of the following at December 31:

	2008	2007
	(In thousands)	
U.S. dollar 7.20% senior notes due July 2008	\$	\$ 225,000
U.S. dollar 6.59% senior notes due September 2015	90,000	
U.S. dollar 6.69% senior notes due December 2015	35,000	
U.S. dollar 6.20% senior notes due December 2017	270,000	270,000
U.S. dollar 6.35% senior notes due July 2018	80,000	
U.S. dollar 7.08% senior notes due September 2018	160,000	
U.S. dollar 7.18% senior notes due December 2018	65,000	
U.S. dollar 6.30% senior notes due December 2019	100,000	100,000
British pound 5.96% senior note due September 2010	72,960	99,340
British pound floating-rate term note due through December 2010 (3.52% at December 31, 2008)	16,416	24,339
Euro 3.94% senior note due August 2015	69,842	72,993
British pound 5.99% senior note due November 2016	58,369	79,480
Revolving credit loan	65,569	
Other, principally foreign	28,525	31,806
Total debt	1,111,681	902,958
Less: Current portion	(18,438)	(236,005)
Total long-term debt	\$ 1,093,243	\$ 666,953

Maturities of long-term debt outstanding at December 31, 2008 were as follows: \$89.9 million in 2010; \$1.4 million in 2011; \$61.3 million in 2012; \$1.9 million in 2013; \$1.2 million in 2014; and \$937.6 million in 2015 and thereafter.

In July 2008, the Company repaid the \$225 million 7.20% senior notes due July 2008 using the proceeds from borrowings under its existing revolving credit facility.

In the third quarter of 2008, the Company completed a private placement agreement to sell \$350 million in senior notes to a group of institutional investors. There were two funding dates for the senior notes. The first funding occurred in September 2008 for \$250 million, consisting of \$90 million in aggregate principal amount of 6.59% senior notes due September 2015 and \$160 million in aggregate principal amount of 7.08% senior notes due September 2018. The second funding date occurred in December 2008 for \$100 million, consisting of \$35 million in aggregate principal amount of 6.69% senior notes due December 2015 and \$65 million in aggregate principal amount of 7.18% senior notes due December 2018. The senior notes carry a weighted average interest rate of 6.93%. The proceeds from the senior notes were used to pay down a portion of the Company's revolving credit facility.

In the third quarter of 2007, the Company completed a private placement agreement to sell \$450 million in senior notes to a group of institutional investors. There were two funding dates for the senior notes. The first funding occurred in December 2007 for \$370 million, consisting of \$270 million in aggregate principal amount of 6.20% senior notes due December 2017 and \$100 million in aggregate principal amount of 6.30% senior notes due December 2019. The second funding occurred in July 2008 for \$80 million in aggregate principal amount of 6.35% senior notes due July 2018. The notes carry a weighted average interest rate of 6.25%. The proceeds from the first funding of the notes were used to pay down the Company's revolving credit facility, which included a foreign

A-38

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

portion related to the 2007 acquisition of Cameca and the 2006 acquisition of Land Instruments, as well as borrowings outstanding under the Company's accounts receivable securitization program. Additionally, the proceeds from the private placement were used to purchase California Instruments in December 2007. The proceeds from the second funding of the notes were used to pay down a portion of the Company's revolving credit facility.

At December 31, 2008, the Company has an outstanding 11.3 million British pound (\$16.4 million at December 31, 2008) 3.52% (London Interbank Offered Rate (LIBOR) plus 0.69%) floating-rate term loan with annual installment payments due through December 2010. In September 2005, the Company issued a 50 million Euro (\$69.8 million at December 31, 2008) 3.94% senior note due August 2015. In November 2004, the Company issued a 40 million British pound (\$58.4 million at December 31, 2008) 5.99% senior note due in November 2016. In September 2003, the Company issued a 50 million British pound (\$73.0 million at December 31, 2008) 5.96% senior note due in September 2010.

The Company has an accounts receivable securitization facility agreement with a wholly owned, special-purpose subsidiary and the special-purpose subsidiary has a receivables sale agreement with a bank, whereby it can sell to a third party up to \$100.0 million of its trade accounts receivable on a revolving basis. The securitization facility is a financing vehicle utilized by the Company because it can offer attractive rates relative to other financing sources. When borrowings are outstanding under the facility, all securitized accounts receivable and related debt are reflected on the Company's consolidated balance sheet.

The special-purpose subsidiary is the servicer of the accounts receivable under the securitization facility. The accounts receivable securitization facility was amended and restated in May 2008, extending the expiration date from May 2008 to May 2009, and bringing the borrowing capacity to \$100 million, from \$110 million previously. The Company intends to renew the securitization facility on an annual basis. Interest rates on amounts drawn down are based on prevailing market rates for short-term commercial paper plus a program fee. The Company also pays a commitment fee on any unused commitments under the securitization facility. The Company's accounts receivable securitization is accounted for as a secured borrowing under SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*.

At December 31, 2008 and 2007, the Company had no borrowings outstanding on the accounts receivable securitization. Interest expense under this facility is not significant. The weighted average interest rate when borrowings were outstanding under the accounts receivable securitization during 2008 and 2007 was 3.6% and 5.7%, respectively.

In June 2007, the Company amended its revolving credit facility, increasing the total borrowing capacity from \$400 million to \$550 million, which includes an accordion feature that permits the Company to request up to an additional \$100 million in revolving credit commitments at any time during the life of the revolving credit agreement under certain conditions. The amendment also extended the term of the facility from October 2011 to June 2012.

The revolving credit facility places certain restrictions on allowable additional indebtedness. At December 31, 2008, the Company had available borrowing capacity of \$468.9 million under its \$550 million revolving bank credit facility, which includes an accordion feature allowing \$100 million of additional borrowing capacity.

Interest rates on outstanding loans under the revolving credit facility are at the applicable LIBOR rate plus a negotiated spread, or at the U.S. prime rate. At December 31, 2008, the Company had \$65.6 million borrowings outstanding under the revolving credit facility, of which \$58.4 million related to 40 million of British pounds borrowings under the revolver. At December 31, 2007, the Company had no borrowings outstanding under the revolving credit facility. The weighted average interest rate on the revolving credit facility for the years ended December 31, 2008 and 2007 was 2.81% and 5.82%, respectively. The Company had outstanding letters of credit totaling \$15.5 million and \$24.7 million at December 31, 2008 and 2007, respectively.

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The private placement, the floating-rate term loan, the senior notes, the revolving credit facility and the accounts receivable securitization are subject to certain customary covenants, including financial covenants that, among other things, require the Company to maintain certain debt-to-EBITDA and interest coverage ratios.

Foreign subsidiaries of the Company had available credit facilities with local foreign lenders of \$51.0 million at December 31, 2008. Foreign subsidiaries had debt outstanding at December 31, 2008 totaling \$44.9 million, including \$33.7 million reported in long-term debt.

The weighted average interest rate on total debt outstanding at December 31, 2008 and 2007 was 6.2% and 6.3%, respectively.

8. Stockholders Equity

On both January 24, 2008 and July 23, 2008, the Board of Directors authorized increases of \$50 million for the repurchase of common stock for a total of \$100 million in 2008. These increases were added to the \$25.9 million that remained available at December 31, 2007 from an existing \$50 million authorization approved in March 2003. In 2008, the Company repurchased approximately 1,263,000 shares of common stock for \$57.4 million in cash under its current share repurchase authorization. In 2007, the Company used cash of \$5.4 million for the repurchase of approximately 144,000 shares of common stock. At December 31, 2008, \$68.5 million of the current share repurchase authorization remained available. At December 31, 2008, the Company held 3.5 million shares in its treasury at a cost of \$92.0 million, compared with 2.4 million shares at a cost of \$39.3 million at December 31, 2007. The number of shares outstanding at December 31, 2008 was 106.7 million shares, compared with 107.4 million shares at December 31, 2007.

The Company has a Shareholder Rights Plan, under which the Company's Board of Directors declared a dividend of one Right for each share of Company common stock owned at the close of business on June 2, 2007, and has authorized the issuance of one Right for each share of Common Stock of the Company issued between the Record Date and the Distribution Date. The Plan provides, under certain conditions involving acquisition of the Company's common stock, that holders of Rights, except for the acquiring entity, would be entitled (i) to purchase shares of preferred stock at a specified exercise price, or (ii) to purchase shares of common stock of the Company, or the acquiring company, having a value of twice the Rights exercise price. The Rights under the Plan expire in June 2017.

9. Share-Based Compensation

Under the terms of the Company's stockholder-approved share-based plans, incentive and non-qualified stock options and restricted stock awards have been, and may be, issued to the Company's officers, management-level employees and members of its Board of Directors. In 2007, the Board of Directors and the Company's stockholders approved the 2007 Omnibus Incentive Compensation Plan, which permits the issuance of up to 3.5 million shares of Company common stock. Employee and non-employee director stock options generally vest at a rate of 25% per year, beginning one year from the date of the grant, and restricted stock awards generally have a four-year cliff vesting. Options primarily have a maximum contractual term of seven years. At December 31, 2008, 8.0 million shares of Company common stock were reserved for issuance under the Company's share-based plans, including 4.0 million shares for stock options outstanding.

The Company issues previously unissued shares when options are exercised and shares are issued from treasury stock upon the award of restricted stock.

The Company follows the provisions of SFAS 123R. SFAS 123R requires companies to measure and record compensation expense related to all stock awards by recognizing the grant date fair value of the awards over their requisite service periods in the financial statements. For grants under any of the Company's plans that are subject to graded vesting over a service period, the Company recognizes expense on a straight-line basis over the requisite service period for the entire award.

A-40

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The fair value of each option grant is estimated on the date of grant using a Black-Scholes-Merton option pricing model. The following weighted average assumptions were used in the Black-Scholes-Merton model to estimate the fair values of options granted during the years indicated:

	2008	2007	2006
Expected stock volatility	18.4%	22.4%	24.4%
Expected life of the options (years)	4.7	4.7	4.8
Risk-free interest rate	2.60%	4.53%	4.71%
Expected dividend yield	0.49%	0.66%	0.50%
Black-Scholes-Merton fair value per option granted	\$ 9.58	\$ 9.58	\$ 9.55

Expected stock volatility is based on the historical volatility of the Company's stock. The Company used historical exercise data to estimate the options' expected life, which represents the period of time that the options granted are expected to be outstanding. Management anticipates that the future option holding periods will be similar to the historical option holding periods. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve at the time of grant. Compensation expense recognized for all share-based awards is net of estimated forfeitures. The Company's estimated forfeiture rates are based on its historical experience.

Total share-based compensation expense recognized under SFAS 123R was as follows for the years ended December 31:

	2008	2007	2006
	(In thousands)		
Stock option expense	\$ 6,300	\$ 5,884	\$ 5,541
Restricted stock expense	13,886	9,646	6,900
Total pre-tax expense	20,186	15,530	12,441
Related tax benefit	(3,990)	(4,180)	(3,116)
Reduction of net income	\$ 16,196	\$ 11,350	\$ 9,325
Reduction of earnings per share:			
Basic	\$ 0.15	\$ 0.11	\$ 0.09
Diluted	\$ 0.15	\$ 0.11	\$ 0.09

Pre-tax share-based compensation expense is included in either cost of sales, or selling, general and administrative expenses, depending on where the recipient's cash compensation is reported.

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following is a summary of the Company's stock option activity and related information for the year ended December 31, 2008:

	Shares (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In millions)
Outstanding at the beginning of the year	3,806	\$ 23.05		
Granted	713	48.60		
Exercised	(439)	17.57		
Forfeited	(45)	36.30		
Outstanding at the end of the year	4,035	\$ 28.01	3.6	\$ 27.6
Exercisable at the end of the year	2,423	\$ 19.80	2.4	\$ 26.9

The aggregate intrinsic value of options exercised during 2008, 2007 and 2006 was \$13.3 million, \$32.2 million and \$17.6 million, respectively. The total fair value of the stock options vested during 2008, 2007 and 2006 was \$5.6 million, \$5.7 million and \$5.7 million, respectively.

The following is a summary of the status of the Company's nonvested options outstanding for the year ended December 31, 2008:

	Shares (In thousands)	Weighted Average Grant Date Fair Value
Nonvested options outstanding at the beginning of the year	1,678	\$ 8.37
Granted	713	9.58
Vested	(734)	7.57
Forfeited	(45)	6.97
Nonvested options outstanding at the end of the year	1,612	\$ 9.39

Expected future pre-tax compensation expense relating to the 1.6 million nonvested options outstanding as of December 31, 2008 is \$10.2 million, which is expected to be recognized over a weighted average period of approximately two years.

The fair value of restricted shares under the Company's restricted stock arrangement is determined by the product of the number of shares granted and the grant date market price of the Company's common stock. Upon the grant of restricted stock, the fair value of the restricted shares (unearned compensation) at the date of grant is charged as a reduction of capital in excess of par value in the Company's consolidated balance sheet and is amortized to expense on a straight-line basis over the vesting period, which is the same as the calculated derived service period as determined on the grant date.

Restricted stock awards are subject to accelerated vesting due to certain events, including doubling of the grant price of the Company's common stock as of the close of business during any five consecutive trading days. On May 19, 2008, the April 27, 2005 grant of 706,605 shares of restricted stock vested under this accelerated vesting provision. The pre-tax charge to income due to the accelerated vesting of these shares was \$7.8 million (\$7.3 million net after-tax charge) for the year ended December 31, 2008. On February 20, 2007, July 9, 2007 and October 2, 2007, an aggregate of 472,612 shares of restricted stock vested under this accelerated vesting provision. The charge to income due to the accelerated vesting of these shares did not have a material impact on the Company's earnings for the year ended December 31, 2007.

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following is a summary of the status of the Company's nonvested restricted stock outstanding for the year ended December 31, 2008:

	Shares (In thousands)		Weighted Average Grant Date Fair Value
Nonvested restricted stock outstanding at the beginning of the year	1,133	\$	28.77
Granted	204		48.38
Vested	(710)		25.09
Forfeited	(19)		38.65
Nonvested restricted stock outstanding at the end of the year	608	\$	39.34

The total fair value of the restricted stock that vested during 2008 was \$17.8 million and 2007 and 2006 were not material. The weighted average fair value of restricted stock granted per share during 2008 and 2007 was \$48.38 and \$36.89, respectively. Expected future pre-tax compensation expense related to the 0.6 million nonvested restricted shares outstanding as of December 31, 2008 is \$14.5 million, which is expected to be recognized over a weighted average period of approximately three years.

Under a Supplemental Executive Retirement Plan (SERP) in 2008, the Company reserved 27,154 shares of common stock. Reductions for retirements and terminations were 137 shares in 2008. The total number of shares of common stock reserved under the SERP was 282,132 as of December 31, 2008. Charges to expense under the SERP are not significant in amount and are considered pension expense with the offsetting credit reflected in capital in excess of par value.

10. Leases and Other Commitments

Minimum aggregate rental commitments under noncancellable leases in effect at December 31, 2008 (principally for production and administrative facilities and equipment) amounted to \$74.1 million, consisting of payments of \$15.3 million in 2009, \$11.8 million in 2010, \$8.1 million in 2011, \$6.7 million in 2012, \$4.6 million in 2013 and \$27.6 million thereafter. Rental expense was \$22.7 million in 2008, \$19.1 million in 2007 and \$15.2 million in 2006. The leases expire over a range of years from 2009 to 2082, with renewal or purchase options, subject to various terms and conditions, contained in most of the leases.

The Company acquired a capital lease obligation in 2007 for land and a building. The lease has a term of 12 years, which began July 2006, and is payable quarterly. Property, plant and equipment as of December 31, 2008 includes a building of \$13.5 million, net of \$1.6 million of accumulated depreciation and land of \$2.1 million related to this capital lease. Amortization of the leased assets of \$0.7 million is included in 2008 depreciation expense. Future

minimum lease payments are estimated to be \$0.9 million in each of the years 2009 through 2013 and \$10.0 million thereafter, for total minimum lease payments of \$14.5 million, net of interest.

As of December 31, 2008 and 2007, the Company had \$219.9 million and \$189.2 million, respectively, in purchase obligations outstanding, which primarily consisted of contractual commitments to purchase certain inventories at fixed prices.

A-43

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****11. Income Taxes**

The components of income before income taxes and the details of the provision for income taxes were as follows for the years ended December 31:

	2008	2007	2006
	(In thousands)		
Income before income taxes:			
Domestic	\$ 260,464	\$ 244,550	\$ 197,718
Foreign	105,752	91,894	65,968
Total	\$ 366,216	\$ 336,444	\$ 263,686
Provision for income taxes:			
Current:			
Federal	\$ 52,581	\$ 66,386	\$ 49,571
Foreign	29,889	28,929	26,632
State	7,052	8,340	6,073
Total current	89,522	103,655	82,276
Deferred:			
Federal	28,920	4,751	(705)
Foreign	(1,378)	(2,036)	(259)
State	2,200	2,054	440
Total deferred	29,742	4,769	(524)
Total provision	\$ 119,264	\$ 108,424	\$ 81,752

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Significant components of deferred tax (asset) liability were as follows at December 31:

	2008	2007
	(In thousands)	
Current deferred tax (asset) liability:		
Reserves not currently deductible	\$ (20,885)	\$ (19,056)
Share-based compensation	(1,984)	(1,223)
Net operating loss carryforwards	(1,107)	(107)
Foreign tax credit carryforwards	(3,360)	(3,106)
Other	(3,583)	198
Net current deferred tax asset	\$ (30,919)	\$ (23,294)
Noncurrent deferred tax (asset) liability:		
Differences in basis of property and accelerated depreciation	\$ 24,442	\$ 18,802
Reserves not currently deductible	(17,815)	(18,066)
Pensions	7,454	24,505
Differences in basis of intangible assets and accelerated amortization	136,417	91,508
Net operating loss carryforwards	(11,950)	(4,917)
Share-based compensation	(9,084)	(4,182)
Other	4,268	4,383
	133,732	112,033
Less: Valuation allowance	11,209	4,535
Net noncurrent deferred tax liability	144,941	116,568
Net deferred tax liability	\$ 114,022	\$ 93,274

The Company's effective tax rate of the provision for income taxes reconciles to the U.S. Federal statutory rate as follows for the years ended December 31:

	2008	2007	2006
U.S. Federal statutory rate	35.0%	35.0%	35.0%
State income taxes, net of federal income tax benefit	1.5	1.9	1.6
Tax benefits from qualified export sales			(2.6)
Foreign operations, net*	(3.0)	(4.6)	(0.5)
Change in valuation allowance			(2.0)
Other	(0.9)	(0.1)	(0.5)

Consolidated effective tax rate	32.6%	32.2%	31.0%
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* Includes the effects of statutory tax rate reductions in Italy, the United Kingdom and Germany during 2007.

As of December 31, 2008, the Company had no provision for U.S. deferred income taxes on the undistributed earnings of its foreign subsidiaries, which total approximately \$295 million. If the Company were to distribute those earnings to the United States, the Company would be subject to U.S. income taxes based on the excess of the U.S. statutory rate over statutory rates in the foreign jurisdiction and withholding taxes payable to the various foreign countries. Determination of the amount of the unrecognized deferred income tax liability on these undistributed earnings is not practicable.

A-45

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

At December 31, 2008, the Company had tax benefits of \$13.1 million related to net operating loss carryforwards, which will be available to offset future income taxes payable, subject to certain annual or other limitations based on foreign and U.S. tax laws. This amount includes net operating loss carryforwards of \$9.2 million for federal income tax purposes with a valuation allowance of \$8.4 million, \$2.7 million for state income tax purposes with a valuation allowance of \$1.6 million, and \$1.2 million for foreign locations with a full valuation allowance. These net operating loss carryforwards, if not used, will expire between 2010 and 2031. As of December 31, 2008, the Company had \$3.4 million of U.S. foreign tax credit carryforwards.

The Company maintains a valuation allowance to reduce certain deferred tax assets to amounts that are more likely than not to be realized. This allowance primarily relates to the deferred tax assets established for net operating loss carryforwards. In 2008, the Company recorded a net reduction in goodwill of \$0.7 million related to the utilization of net operating loss carryforwards. The increase of \$6.7 million in the valuation allowance primarily relates to the impact of acquired net operating losses.

As disclosed in Note 1, the Company adopted the provisions of FIN 48, *Accounting for Uncertainty in Income Taxes*, on January 1, 2007. As a result of the adoption of FIN 48, the Company recorded a \$4.7 million increase in liabilities associated with unrecognized tax benefits, including interest and penalties of \$2.4 million, a decrease of \$1.2 million in goodwill related to a previous business combination and a \$5.9 million charge to the January 1, 2007, opening balance of retained earnings.

At December 31, 2008, the Company had gross unrecognized tax benefits of \$18.6 million, all of which would impact the effective tax rate if recognized. At December 31, 2007, the Company had gross unrecognized tax benefits of \$22.7 million, of which \$21.6 million, if recognized, would impact the effective tax rate.

The Company recognizes interest and penalties accrued related to uncertain tax positions in income tax expense. At December 31, 2008 and 2007, the Company reported \$2.3 million and \$3.0 million, respectively, in the aggregate related to interest and penalty exposure as accrued income tax expense in the consolidated balance sheet. During 2008 and 2007, the Company recognized \$0.8 million of income and \$1.5 million of expense, respectively, of interest and penalties in the income statement.

The most significant tax jurisdiction for the Company is the United States. The Company files income tax returns in various state and foreign tax jurisdictions, in some cases for multiple legal entities per jurisdiction. Generally, the Company has open tax years subject to tax audit on average of between three and six years in these jurisdictions. In 2008, the Internal Revenue Service (IRS) completed the audit of the Company's U.S. income tax returns for 1999-2004 and is currently examining the Company's U.S. income tax returns for 2005-2007. We are also under exam in Germany for 2004-2006. The Company has not materially extended any other statutes of limitation for any significant location and has reviewed and accrued for, where necessary, tax liabilities for open periods. Tax years in certain state and foreign jurisdictions remain subject to examination; however the uncertain tax positions related to these jurisdictions are not considered material. In addition to the IRS and German audits, the Company is also pursuing voluntary disclosure agreements (VDAs) related to state tax issues which, if settled, could have a material impact on tax expense during 2009. Unrecognized tax benefits in total related to the audits and VDAs is \$10.6 million at December 31, 2008. There can be no assurance that any portion of the unrecognized tax benefits will be favorably resolved.

During 2008, the Company added \$11.6 million of tax, interest and penalties related to 2008 activity for identified uncertain tax positions and reversed \$16.5 million of tax and interest related to statute expirations and settlement of prior uncertain positions. During 2007, the Company added \$1.9 million of tax, interest and penalties related to 2007 activity for identified uncertain tax positions and reversed \$3.9 million of tax and interest related to statute expirations and settlement of prior uncertain positions.

A-46

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following is a reconciliation of the liability for uncertain tax positions at December 31:

	2008	2007
	(In millions)	
Balance at the beginning of the year	\$ 22.7	\$ 24.9
Additions for tax positions related to the current year	0.9	1.3
Additions for tax positions of prior years	10.1	
Reductions for tax positions of prior years	(4.2)	(3.2)
Reductions related to settlements with taxing authorities	(10.8)	
Reductions due to statute expirations	(0.1)	(0.3)
Balance at the end of the year	\$ 18.6	\$ 22.7

The additions above primarily reflect the increase in tax liabilities for uncertain tax positions related to certain foreign activities and for acquired businesses, while the reductions above reflect the favorable agreement in the European Union related to deductible interest expense and the settlement of an IRS audit. The net decrease in uncertain tax positions for the year ending December 31, 2008 resulted in a decrease to income tax expense of \$12 million.

12. Retirement Plans and Other Postretirement Benefits*Retirement and Pension Plans*

The Company sponsors several retirement and pension plans covering eligible salaried and hourly employees. The plans generally provide benefits based on participants' years of service and/or compensation. The following is a brief description of the Company's retirement and pension plans.

The Company maintains contributory and noncontributory defined benefit pension plans. Benefits for eligible salaried and hourly employees under all defined benefit plans are funded through trusts established in conjunction with the plans. The Company's funding policy with respect to its defined benefit plans is to contribute amounts that provide for benefits based on actuarial calculations and the applicable requirements of U.S. federal and local foreign laws. The Company estimates that it will make cash contributions of approximately \$19 million to \$24 million to its worldwide defined benefit pension plans in 2009.

The Company uses a measurement date of December 31 (its fiscal year end) for its U.S. and foreign defined benefit pension plans as required by SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)* (SFAS 158). Prior to 2008, the Company used an October 1 measurement date for its three United Kingdom-based defined benefit pension plans. The effect of the elimination of the early measurement date for the three United Kingdom-based defined benefit pension plans was not significant. The recognition and disclosure requirements of SFAS 158 were adopted in 2006.

The Company sponsors a 401(k) retirement and savings plan for eligible U.S. employees. Participants in the savings plan may contribute a portion of their compensation on a before-tax basis. The Company matches employee contributions on a dollar-for-dollar basis up to six percent of eligible compensation or a maximum of \$1,200 per participant.

The Company's retirement and savings plan has a defined contribution retirement feature principally to cover U.S. salaried employees joining the Company after December 31, 1996. Under the retirement feature, the Company makes contributions for eligible employees based on a pre-established percentage of the covered employee's salary subject to pre-established vesting. Employees of certain of the Company's foreign operations participate in various local defined contribution plans.

A-47

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company also has a defined contribution retirement plan for certain of its U.S. acquired businesses for the benefit of eligible employees. Company contributions are made for each participant up to a specified percentage, not to exceed six percent of the participant's base compensation.

The Company has nonqualified unfunded retirement plans for its Directors and certain retired employees. It also provides supplemental retirement benefits, through contractual arrangements and/or a SERP covering certain current and former executives of the Company. These supplemental benefits are designed to compensate the executive for retirement benefits that would have been provided under the Company's primary retirement plan, except for statutory limitations on compensation that must be taken into account under those plans. The projected benefit obligations of the SERP and the contracts will primarily be funded by a grant of shares of the Company's common stock upon retirement or termination of the executive. The Company is providing for these obligations by charges to earnings over the applicable periods.

The following tables set forth the changes in net projected benefit obligation and the fair value of plan assets for the funded and unfunded defined benefit plans for the years ended December 31:

U.S. Defined Benefit Pension Plans:

	2008	2007
	(In thousands)	
Change in projected benefit obligation (PBO):		
Net projected benefit obligation at the beginning of the year	\$ 356,107	\$ 363,941
Service cost	3,783	4,052
Interest cost	21,724	21,119
Acquisitions		1,567
Actuarial (gains) losses	(10,459)	(12,208)
Gross benefits paid	(22,793)	(22,364)
Plan amendments and other	113	
Net projected benefit obligation at the end of the year	\$ 348,475	\$ 356,107
Change in plan assets:		
Fair value of plan assets at the beginning of the year	\$ 418,317	\$ 396,333
Actual return on plan assets	(111,558)	42,414
Acquisitions		1,450
Employer contributions	70,885	484
Gross benefits paid	(22,793)	(22,364)
Fair value of plan assets at the end of the year	\$ 354,851	\$ 418,317

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Foreign Defined Benefit Pension Plans:

	2008	2007
	(In thousands)	
Change in projected benefit obligation:		
Net projected benefit obligation at the beginning of the year	\$ 129,044	\$ 131,160
Service cost	2,044	2,875
Interest cost	6,825	6,631
Acquisitions		1,199
Foreign currency translation adjustment	(40,004)	6,357
Employee contributions	600	910
Actuarial (gains) losses	(17,201)	(17,296)
Gross benefits paid	(3,682)	(2,792)
Effect of elimination of early measurement date	1,309	
Other	9,231	
Net projected benefit obligation at the end of the year	\$ 88,166	\$ 129,044
Change in plan assets:		
Fair value of plan assets at the beginning of the year	\$ 125,213	\$ 103,433
Actual return on plan assets	(20,126)	13,006
Acquisitions		929
Employer contributions	9,021	4,873
Employee contributions	600	910
Foreign currency translation adjustment	(38,633)	4,854
Gross benefits paid	(3,682)	(2,792)
Effect of elimination of early measurement date	3,193	
Other	9,231	
Fair value of plan assets at the end of the year	\$ 84,817	\$ 125,213

The amounts included in the Effect of elimination of early measurement date in the preceding tables reflect the impact of the change in measurement date for the three United Kingdom-based defined benefit pension plans.

The accumulated benefit obligation (ABO) consisted of the following at December 31:

U.S. Defined Benefit Pension Plans:

2008	2007
(In thousands)	

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Funded plans	\$ 333,468	\$ 339,488
Unfunded plans	4,746	4,851
Total	\$ 338,214	\$ 344,339

A-49

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Foreign Defined Benefit Pension Plans:

	2008	2007
	(In thousands)	
Funded plans	\$ 80,149	\$ 124,386
Unfunded plans	1,179	1,188
Total	\$ 81,328	\$ 125,574

Weighted average assumptions used to determine benefit obligations at December 31:

	2008	2007
<i>U.S. Defined Benefit Pension Plans:</i>		
Discount rate	6.50%	6.25%
Rate of compensation increase (where applicable)	3.75%	3.75%
<i>Foreign Defined Benefit Pension Plans:</i>		
Discount rate	6.09%	5.89%
Rate of compensation increase (where applicable)	2.98%	3.86%

For the Company's U.S. defined benefit pension plans, the asset allocation percentages at December 31, 2008 and 2007 and the target allocation percentages for 2009, by asset category, are as follows:

U.S. Defined Benefit Pension Plans:

Asset Category	Target Allocation 2009	Percent of Plan Assets	
		at December 31, 2008	2007
Equity securities	50%-70%	58%	61%
Debt securities	20%-40%	31	28
Other*	0%-15%	11	11
Total		100%	100%

* Amounts in 2008 and 2007 include cash and cash equivalents and an approximate 10% investment in alternative assets consisting of hedge funds.

The fair value of plan assets for U.S. plans was \$354.9 million and \$418.3 million at December 31, 2008 and 2007, respectively. The expected long-term rate of return on these plan assets was 8.25% in 2008 and 2007. Equity securities included 679,200 shares of AMETEK, Inc. common stock with a market value of \$20.5 million (5.8% of total plan investment assets) at December 31, 2008 and 679,200 shares of AMETEK, Inc. common stock with a market value of \$31.8 million (7.6% of total plan investment assets) at December 31, 2007.

The objectives of the AMETEK, Inc. U.S. defined benefit plans' investment strategy are to maximize the plans' funded status and minimize Company contributions and plan expense. Because the goal is to optimize returns over the long term, an investment policy that favors equity holdings has been established. Since there may be periods of time where both equity and fixed-income markets provide poor returns, an allocation to alternative assets may be made to improve the overall portfolio's diversification and return potential. The Company periodically reviews its asset allocation, taking into consideration plan liabilities, plan benefit payment streams and the investment strategy of the pension plans. The actual asset allocation is monitored frequently relative to the established targets and ranges and is rebalanced when necessary.

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The equity portfolio is diversified by market capitalization and style. The equity portfolio also includes an international component.

The objective of the fixed-income portion of the pension assets is to provide interest rate sensitivity for a portion of the assets and to provide diversification. The fixed-income portfolio is diversified within certain quality and maturity guidelines in an attempt to minimize the adverse effects of interest rate fluctuations.

Other than for investments in alternative assets, described in the footnote to the table above, certain investments are prohibited. Prohibited investments include venture capital, private placements, unregistered or restricted stock, margin trading, commodities, limited partnerships, short selling and rights and warrants. Foreign currency futures, options and forward contracts may be used to manage foreign currency exposure.

For the Company's foreign defined benefit pension plans, the asset allocation percentages at December 31, 2008 and 2007 and the target allocation percentages for 2009, by asset category, are as follows:

Foreign Defined Benefit Pension Plans:

Asset Category	Target Allocation 2009	Percent of Plan Assets	
		at December 31, 2008	2007
Equity securities	70%-90%	79%	82%
Debt securities	5%-15%	15	11
Real estate	0%-5%		3
Other*		6	4
Total		100%	100%

* Primarily cash, cash equivalents and insurance contracts.

The objective of AMETEK, Inc.'s foreign defined benefit plans' investment strategy is to maximize the long-term rate of return on plan investments, subject to a reasonable level of risk. Liability studies are also performed on a regular basis to provide guidance in setting investment goals with an objective to balance risks against the current and future needs of the plans. The trustees consider the risk associated with the different asset classes, relative to the plans' liabilities and how this can be affected by diversification, and the relative returns available on equities, fixed-income investments, real estate and cash. Also, the likely volatility of those returns and the cash flow requirements of the plans are considered. It is expected that equities will outperform fixed-income investments over the long term. However, the trustees recognize the fact that fixed-income investments may better match the liabilities for pensioners. Because of the relatively young active employee group covered by the plans and the immature nature of the plans, the trustees have chosen to adopt an asset allocation strategy more heavily weighted toward equity investments. This asset

allocation strategy will be reviewed, from time to time, in view of changes in market conditions and in the plans liability profile.

The assumption for the expected return on plan assets was developed based on a review of historical investment returns for the investment categories for the defined benefit pension assets. This review also considered current capital market conditions and expectations of projected future investment returns. The estimates of future capital market returns by asset category are lower than the actual long-term historical returns. The current low interest rate environment also influences this outlook. Therefore, the assumed rate of return for U.S. and foreign plans remains at 8.25% and 7.00%, respectively, for 2009.

A-51

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for pension plans with a projected benefit obligation in excess of plan assets and pension plans with an accumulated benefit obligation in excess of plan assets were as follows at December 31:

U.S. Defined Benefit Pension Plans:

	Projected Benefit Obligation Exceeds Fair Value of Assets		Accumulated Benefit Obligation Exceeds Fair Value of Assets	
	2008	2007	2008	2007
	(In thousands)			
Projected benefit obligation	\$ 4,746	\$ 5,659	\$ 4,746	\$ 5,659
Accumulated benefit obligation	4,746	5,659	4,746	5,659
Fair value of plan assets		758		758

Foreign Defined Benefit Pension Plans:

	Projected Benefit Obligation Exceeds Fair Value of Assets		Accumulated Benefit Obligation Exceeds Fair Value of Assets	
	2008	2007	2008	2007
	(In thousands)			
Projected benefit obligation	\$ 40,755	\$ 89,499	\$ 1,555	\$ 88,445
Accumulated benefit obligation	36,677	86,028	1,467	85,141
Fair value of plan assets	35,898	82,874	197	81,917

The following table provides the amounts recognized in the consolidated balance sheet at December 31:

	2008	2007
	(In thousands)	
Funded status asset (liability):		
Fair value of plan assets	\$ 439,668	\$ 543,530
Projected benefit obligation	(436,641)	(485,151)
Funded status at the end of the year	\$ 3,027	\$ 58,379

Amounts recognized in the consolidated balance sheet consisted of:

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Noncurrent asset for pension benefits (other assets)	\$	12,630	\$	69,904
Current liabilities for pension benefits		(321)		(372)
Noncurrent liability for pension benefits		(9,282)		(11,153)
Net amount recognized at the end of the year	\$	3,027	\$	58,379

The following table provides the amounts recognized in accumulated other comprehensive income, net of taxes, at December 31:

Net Amounts Recognized:	2008	2007
	(In thousands)	
Net actuarial loss	\$ 92,800	\$ 2,423
Prior service costs	604	621
Transition asset	(44)	(4)
Total recognized	\$ 93,360	\$ 3,040

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Other changes in pension plan assets and benefit obligations
recognized in other comprehensive income, net of taxes:

	2008 (In thousands)
Net actuarial loss	\$ 90,580
Curtailment effects	(227)
Amortization of net actuarial gain	74
Current year prior service cost	78
Amortization of prior service costs	(200)
Amortization of transition asset	15
Total recognized	\$ 90,320

The following table provides the components of net periodic pension benefit expense for the years ended December 31:

	2008	2007 (In thousands)	2006
Defined benefit plans:			
Service cost	\$ 5,827	\$ 6,927	\$ 6,479
Interest cost	28,549	27,750	25,314
Expected return on plan assets	(41,578)	(39,354)	(34,490)
Amortization of:			
Net actuarial loss	(74)	650	4,069
Prior service costs	200	201	266
Transition (asset) obligation	(15)	(15)	(15)
Special termination benefits	35		
SFAS 87 (income) expense	(7,056)	(3,841)	1,623
SFAS 88 curtailment charge	277		834
Total net periodic benefit (income) expense	(6,779)	(3,841)	2,457
Other plans:			
Defined contribution plans	12,950	10,338	8,785
Foreign plans and other	4,406	4,752	3,530
Total other plans	17,356	15,090	12,315
Total net pension expense	\$ 10,577	\$ 11,249	\$ 14,772

The estimated amounts that will be amortized from accumulated other comprehensive income into net periodic pension benefit expense in 2009 for the net actuarial losses and prior service costs are expected to be \$15.4 million.

A-53

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following weighted average assumptions were used to determine the above net periodic pension benefit expense for the years ended December 31:

	2008	2007	2006
<i>U.S. Defined Benefit Pension Plans:</i>			
Discount rate	6.25%	5.90%	5.65%
Expected return on plan assets	8.25%	8.25%	8.25%
Rate of compensation increase (where applicable)	3.75%	3.75%	3.50%
<i>Foreign Defined Benefit Pension Plans:</i>			
Discount rate	5.89%	5.00%	5.00%
Expected return on plan assets	7.00%	7.00%	7.00%
Rate of compensation increase (where applicable)	3.86%	3.61%	3.40%

Estimated Future Benefit Payments

The estimated future benefit payments for U.S. and foreign plans are as follows (in thousands): 2009 \$25,859; 2010 \$26,919; 2011 \$27,855; 2012 \$29,037; 2013 \$30,167; 2014 to 2018 \$162,851. Future benefit payments primarily represent amounts to be paid from pension trust assets. Amounts included that are to be paid from the Company's assets are not significant in any individual year.

Postretirement Plans and Postemployment Benefits

The Company provides limited postretirement benefits other than pensions for certain retirees and a small number of former employees. Benefits under these arrangements are not funded and are not significant.

The Company also provides limited postemployment benefits for certain former or inactive employees after employment but before retirement. Those benefits are not significant in amount.

The Company has a deferred compensation plan, which allows employees whose compensation exceeds the statutory IRS limit for retirement benefits to defer a portion of earned bonus compensation. The plan permits deferred amounts to be deemed invested in either, or a combination of, (a) an interest-bearing account, benefits from which are payable out of the general assets of the Company, or (b) the equivalent of a fund which invests in shares of the Company's common stock on behalf of the employee. The amount deferred under the plan, including income earned, was \$13.6 million and \$10.7 million at December 31, 2008 and 2007, respectively. Administrative expense for the plan is borne by the Company and is not significant.

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****13. Financial Instruments**

The estimated fair values of the Company's financial instruments are compared below to the recorded amounts at December 31, 2008 and 2007. Cash, cash equivalents and marketable securities are recorded at fair value at December 31, 2008 and 2007 in the accompanying consolidated balance sheet.

	Asset (Liability)			
	December 31, 2008		December 31, 2007	
	Recorded Amount	Fair Value	Recorded Amount	Fair Value
	(In thousands)			
Fixed-income investments	\$ 8,248	\$ 8,248	\$ 8,136	\$ 8,136
Short-term borrowings	(16,028)	(16,028)	(234,994)	(236,795)
Long-term debt (including current portion)	(1,095,653)	(1,095,653)	(667,964)	(667,964)

The fair value of fixed-income investments is based on quoted market prices. The fair value of short-term borrowings approximates the carrying value. The Company's long-term debt is all privately-held with no public market for this debt. It is not practicable to estimate the fair value of this privately-held debt as pricing estimates are contingent upon many financial market, as well as Company specific factors. In conjunction, these factors can produce a wide variance of indicative pricing. See Note 7 for long-term debt principals, interest rates and maturities.

14. Additional Consolidated Income Statement and Cash Flow Information

Included in other income are interest and other investment income of \$3.9 million, \$2.7 million and \$0.7 million for 2008, 2007 and 2006, respectively. Income taxes paid in 2008, 2007, and 2006 were \$113.4 million, \$80.0 million and \$67.2 million, respectively. Cash paid for interest was \$59.2 million, \$46.0 million and \$41.7 million in 2008, 2007, and 2006, respectively.

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

15. Reportable Segments and Geographic Areas Information

Descriptive Information about Reportable Segments

The Company has two reportable segments, EIG and EMG. The Company manages, evaluates and aggregates its operating segments for segment reporting purposes primarily on the basis of product type, production processes, distribution methods and management organizations.

EIG produces instrumentation for various electronic applications used in transportation industries, including aircraft cockpit instruments and displays, airborne electronics systems that monitor and record flight and engine data, and pressure, temperature, flow and liquid-level sensors for commercial airlines and aircraft and jet engine manufacturers. EIG also produces analytical instrumentation for the laboratory and research markets, as well as instruments for food service equipment, measurement and monitoring instrumentation for various process industries and instruments and complete instrument panels for heavy trucks, heavy construction and agricultural vehicles. EIG also manufactures ultraprecise measurement instrumentation, as well as thermoplastic compounds for automotive, appliance and telecommunications applications.

EMG produces brushless air-moving motors for aerospace, mass transit, medical equipment, computer and business machine applications. EMG also produces high-purity metal powders and alloys in powder, strip and wire form for electronic components, aircraft and automotive products, as well as heat exchangers and thermal management subsystems. EMG also supplies hermetically sealed (moisture-proof) connectors, terminals and headers. These electromechanical devices are used in aerospace, defense and other industrial applications. Additionally, EMG produces air-moving electric motors and motor-blower systems for manufacturers of floor care appliances and outdoor power equipment. Sales of floor care and specialty motors represented 12.1% in 2008, 13.7% in 2007 and 15.6% in 2006 of the Company's consolidated net sales.

Measurement of Segment Results

Segment operating income represents sales, less all direct costs and expenses (including certain administrative and other expenses) applicable to each segment, but does not include an allocation of interest expense. Net sales by segment are reported after elimination of intra- and inter-segment sales and profits, which are insignificant in amount. Such sales are generally based on prevailing market prices. Reported segment assets include allocations directly related to the segment's operations. Corporate assets consist primarily of investments, prepaid pensions, insurance deposits and deferred taxes.

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Reportable Segment Financial Information

	2008	2007 (In thousands)	2006
Net sales(1):			
Electronic Instruments	\$ 1,402,653	\$ 1,199,757	\$ 1,016,503
Electromechanical	1,128,482	937,093	802,787
Consolidated net sales	\$ 2,531,135	\$ 2,136,850	\$ 1,819,290
Operating income and income before income taxes:			
Segment operating income(2):			
Electronic Instruments	\$ 306,764	\$ 260,338	\$ 203,430
Electromechanical	175,181	167,166	139,926
Total segment operating income	481,945	427,504	343,356
Corporate administrative and other expenses	(49,291)	(40,930)	(34,362)
Consolidated operating income	432,654	386,574	308,994
Interest and other expenses, net	(66,438)	(50,130)	(45,308)
Consolidated income before income taxes	\$ 366,216	\$ 336,444	\$ 263,686
Assets:			
Electronic Instruments	\$ 1,583,110	\$ 1,367,610	
Electromechanical	1,291,602	1,111,313	
Total segment assets	2,874,712	2,478,923	
Corporate	180,830	266,777	
Consolidated assets	\$ 3,055,542	\$ 2,745,700	
Additions to property, plant and equipment(3):			
Electronic Instruments	\$ 25,860	\$ 42,807	\$ 28,793
Electromechanical	52,231	29,485	30,323
Total segment additions to property, plant and equipment	78,091	72,292	59,116
Corporate	4,650	486	2,073
Consolidated additions to property, plant and equipment	\$ 82,741	\$ 72,778	\$ 61,189
Depreciation and amortization:			

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Electronic Instruments	\$	30,569	\$	23,603	\$	21,108
Electromechanical		32,460		28,839		24,511
Total segment depreciation and amortization		63,029		52,442		45,619
Corporate		232		223		310
Consolidated depreciation and amortization	\$	63,261	\$	52,665	\$	45,929

- (1) After elimination of intra- and intersegment sales, which are not significant in amount.
- (2) Segment operating income represents sales less all direct costs and expenses (including certain administrative and other expenses) applicable to each segment, but does not include interest expense.
- (3) Includes \$38.5 million in 2008, \$35.2 million in 2007 and \$32.0 million in 2006 from acquired businesses.

A-57

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Geographic Areas**

Information about the Company's operations in different geographic areas for the years ended December 31, 2008, 2007, and 2006 is shown below. Net sales were attributed to geographic areas based on the location of the customer. Accordingly, U.S. export sales are reported in international sales.

	2008	2007	2006
	(In thousands)		
Net sales:			
United States	\$ 1,305,594	\$ 1,083,118	\$ 953,249
International*:			
United Kingdom	167,891	127,626	97,578
European Union countries	394,937	334,554	255,662
Asia	373,477	323,992	275,436
Other foreign countries	289,236	267,560	237,365
Total international	1,225,541	1,053,732	866,041
Total consolidated	\$ 2,531,135	\$ 2,136,850	\$ 1,819,290
Long-lived assets from continuing operations (excluding intangible assets):			
United States	\$ 185,505	\$ 160,343	
International**:			
United Kingdom	36,212	41,854	
European Union countries	64,831	68,754	
Asia	10,451	8,906	
Other foreign countries	11,530	14,027	
Total international	123,024	133,541	
Total consolidated	\$ 308,529	\$ 293,884	

* Includes U.S. export sales of \$478.5 million in 2008, \$394.4 million in 2007 and \$343.8 million in 2006.

** Represents long-lived assets of foreign-based operations only.

16. Guarantees

The Company does not provide significant guarantees on a routine basis. The Company primarily issues guarantees, stand-by letters of credit and surety bonds in the ordinary course of its business to provide financial or performance assurance to third parties on behalf of its consolidated subsidiaries to support or enhance the subsidiary's stand-alone creditworthiness. The amounts subject to certain of these agreements vary depending on the covered contracts actually outstanding at any particular point in time. At December 31, 2008, the maximum amount of future payment obligations relative to these various guarantees was \$88.5 million and the outstanding liability under certain of those guarantees was \$24.6 million. These guarantees expire in 2009 through 2010.

Indemnifications

In conjunction with certain acquisition and divestiture transactions, the Company may agree to make payments to compensate or indemnify other parties for possible future unfavorable financial consequences resulting from specified events (e.g., breaches of contract obligations or retention of previously existing environmental, tax or employee liabilities) whose terms range in duration and often are not explicitly defined. Where appropriate, the obligation for such indemnifications is recorded as a liability. Because the amount of these types of

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

indemnifications generally is not specifically stated, the overall maximum amount of the obligation under such indemnifications cannot be reasonably estimated. Further, the Company indemnifies its directors and officers for claims against them in connection with their positions with the Company. Historically, any such costs incurred to settle claims related to these indemnifications have been minimal for the Company. The Company believes that future payments, if any, under all existing indemnification agreements would not have a material impact on its consolidated results of operations, financial position or cash flows.

Product Warranties

The Company provides limited warranties in connection with the sale of its products. The warranty periods for products sold vary widely among the Company's operations, but for the most part do not exceed one year. The Company calculates its warranty expense provision based on past warranty experience and adjustments are made periodically to reflect actual warranty expenses.

Changes in accrued product warranty obligation were as follows at December 31:

	2008	2007
	(In thousands)	
Balance at the beginning of the year	\$ 14,433	\$ 10,873
Accruals for warranties issued during the year	12,201	11,276
Settlements made during the year	(11,503)	(9,933)
Changes in liability for pre-existing warranties, including expirations during the year	(343)	328
Warranty accruals related to new businesses	1,280	1,889
Balance at the end of the year	\$ 16,068	\$ 14,433

Certain settlements of warranties made during the period were for specific nonrecurring warranty obligations. Product warranty obligations are reported as current liabilities in the consolidated balance sheet.

17. Contingencies*Asbestos Litigation*

The Company (including its subsidiaries) has been named as a defendant, along with many other companies, in a number of asbestos-related lawsuits. Many of these lawsuits either relate to businesses which were acquired by the Company and do not involve products which were manufactured or sold by the Company or relate to previously owned businesses of the Company which are under new ownership. In connection with many of these lawsuits, the sellers or new owners of such businesses, as the case may be, have agreed to indemnify the Company against these claims (the Indemnified Claims). The Indemnified Claims have been tendered to, and are being defended by, such sellers and new owners. These sellers and new owners have met their obligations, in all respects, and the Company does not have any reason to believe such parties would fail to fulfill their obligations in the future; however, one of

these companies filed for bankruptcy liquidation in 2007. To date, no judgments have been rendered against the Company as a result of any asbestos-related lawsuit. The Company believes it has strong defenses to the claims being asserted and intends to continue to vigorously defend itself in these matters.

Environmental Matters

Certain historic processes in the manufacture of products have resulted in environmentally hazardous waste by-products as defined by federal and state laws and regulations. While these waste products were handled in compliance with regulations existing at that time, at December 31, 2008, the Company is named a Potentially Responsible Party (PRP) at 16 non-AMETEK-owned former waste disposal or treatment sites (the non-owned sites). The Company is identified as a de minimis party in 14 of these sites based on the low volume of waste attributed to the Company relative to the amounts attributed to other named PRPs. In 10 of these sites, the Company has reached a tentative

AMETEK, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

agreement on the cost of the de minimis settlement to satisfy its obligation and is awaiting executed agreements. The tentatively agreed-to settlement amounts are fully reserved. In the other four sites, the Company is continuing to investigate the accuracy of the alleged volume attributed to the Company as estimated by the parties primarily responsible for remedial activity at the sites to establish an appropriate settlement amount. In the two remaining sites where the Company is a non-de minimis PRP, the Company is participating in the investigation and/or related required remediation as part of a PRP Group and reserves have been established sufficient to satisfy the Company's expected obligation. The Company historically has resolved these issues within established reserve levels and reasonably expects this result will continue. In addition to these non-owned sites, the Company has an ongoing practice of providing reserves for probable remediation activities at certain of its current or previously owned manufacturing locations (the owned sites). For claims and proceedings against the Company with respect to other environmental matters, reserves are established once the Company has determined that a loss is probable and estimable. This estimate is refined as the Company moves through the various stages of investigation, risk assessment, feasibility study and corrective action processes. In certain instances, the Company has developed a range of estimates for such costs and has recorded a liability based on the low end of the range. It is reasonably possible that the actual cost of remediation of the individual sites could vary from the current estimates and the amounts accrued in the consolidated financial statements; however, the amounts of such variances are not expected to result in a material change to the consolidated financial statements. In estimating the Company's liability for remediation, the Company also considers the likely proportionate share of the anticipated remediation expense and the ability of the other PRPs to fulfill their obligations.

Total environmental reserves at December 31, 2008 and 2007 were \$28.4 million and \$25.3 million, respectively, for non-owned and owned sites. In 2008, the Company provided \$7.3 million of additional reserves, including \$5.6 million for existing sites and \$1.7 million related to recent acquisitions. Additionally, the Company spent \$4.2 million on environmental matters in 2008. The Company's reserves for environmental liabilities at December 31, 2008 and 2007 include reserves of \$17.9 million and \$18.0 million, respectively, for an owned site acquired in connection with the fiscal 2005 acquisition of HCC Industries (HCC). The Company is solely liable for the performance of remedial activities for one of several operating units making up a large Superfund site in the San Gabriel Valley of California. The Company has obtained indemnifications and other financial assurances from the former owners of HCC related to the costs of the required remedial activities. At December 31, 2008, the Company had \$12.4 million in receivables related to HCC for probable recoveries from third-party escrow funds and other committed third-party funds to support the required remediation. Also, the Company is indemnified by HCC's former owners for up to \$19.0 million of additional costs.

The Company has agreements with other former owners of certain of its acquired businesses, as well as new owners of previously owned businesses. Under certain of the agreements, the former or new owners retained, or assumed and agreed to indemnify the Company against, certain environmental and other liabilities under certain circumstances. The Company and some of these other parties also carry insurance coverage for some environmental matters. To date, these parties have met their obligations in all material respects; however, one of these companies filed for bankruptcy liquidation in 2007, as discussed further in the following paragraph.

In October 2008, the Company received a Notice of Administrative Civil Liability from the San Diego Regional Water Quality Control Board seeking certain penalties. The Notice claims that a former subsidiary of AMETEK, which became a separate company in 1988 and filed for bankruptcy liquidation in 2007, failed to adequately produce a delineation report and feasibility study within specified time frames. We believe we have good and valid defenses to

this claim and intend to vigorously defend against it.

The Company believes it has established reserves which are sufficient to perform all known responsibilities under existing claims and consent orders. The Company has no reason to believe that other third parties would fail to perform their obligations in the future. In the opinion of management, based upon presently available information and past experience related to such matters, an adequate provision for probable costs has been made and the ultimate cost resulting from these actions is not expected to materially affect the consolidated results of operations, financial position or cash flows of the Company.

A-60

AMETEK, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

18. Quarterly Financial Data (Unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total Year
	(In thousands, except per share amounts)				
2008					
Net sales	\$ 611,197	\$ 648,771	\$ 647,423	\$ 623,744	\$ 2,531,135
Operating income(a)(b)	\$ 116,233	\$ 114,111	\$ 120,065	\$ 82,245	\$ 432,654
Net income(a)(b)	\$ 66,357	\$ 65,842	\$ 70,924	\$ 43,829	\$ 246,952
Basic earnings per share(a)(b)(c)	\$ 0.63	\$ 0.62	\$ 0.67	\$ 0.41	\$ 2.33
Diluted earnings per share(a)(b)(c)	\$ 0.62	\$ 0.61	\$ 0.66	\$ 0.41	\$ 2.30
Dividends paid per share	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.24
2007					
Net sales	\$ 505,283	\$ 519,468	\$ 528,849	\$ 583,250	\$ 2,136,850
Operating income	\$ 89,924	\$ 96,610	\$ 96,004	\$ 104,036	\$ 386,574
Net income	\$ 50,900	\$ 58,013	\$ 57,244	\$ 61,863	\$ 228,020
Basic earnings per share(c)	\$ 0.48	\$ 0.55	\$ 0.54	\$ 0.58	\$ 2.15
Diluted earnings per share(c)	\$ 0.48	\$ 0.54	\$ 0.53	\$ 0.57	\$ 2.12
Dividends paid per share	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.24

- (a) The 2008 results include a second quarter after-tax, non-cash charge of \$7.3 million, or \$0.07 per diluted share, related to the accelerated amortization of deferred compensation expense due to the vesting of restricted stock.
- (b) The 2008 results include fourth quarter pre-tax charges totaling \$40.0 million, \$27.3 million after tax (\$0.25 per diluted share). These charges include restructuring costs for employee reductions and facility closures (\$32.6 million), as well as asset write-downs (\$7.4 million).
- (c) The sum of quarterly earnings per share may not equal total year earnings per share due to rounding of earnings per share amounts, and differences in weighted average shares and equivalent shares outstanding for each of the periods presented.

**DIRECTIONS TO
ANNUAL MEETING OF STOCKHOLDERS OF AMETEK, INC.
TO BE HELD AT
THE NEW YORK HELMSLEY
212 EAST 42nd STREET
SUTTON PLACE MEETING ROOM
NEW YORK, NY 10017
(212) 490-8900**

The New York Helmsley is in midtown Manhattan and is accessible by mass transportation from New York, New Jersey, Connecticut, Long Island, and elsewhere. Below are automobile directions:

Directions from New Jersey

Take Route 3 East to the Lincoln Tunnel. Upon exiting the Tunnel, follow the signs to 38th Street and proceed eastbound to Third Avenue. Turn left onto Third Avenue and travel north to East 42nd Street. Turn right onto 42nd Street. The New York Helmsley is on the right between Third and Second Avenues.

Alternate route: From the George Washington Bridge, follow signs to Henry Hudson Parkway South. Take the Parkway South to the 42nd Street exit (a left lane exit). Proceed straight onto 42nd Street and go eastbound. The New York Helmsley is on the right between Third and Second Avenues.

Directions from Connecticut

Take I-95 South to the Cross Bronx Expressway. Take the Cross Bronx Expressway to the last exit in New York (stay to the right when approaching the George Washington Bridge so as not to miss the exit). Follow signs for Henry Hudson Parkway/181st Street. Take the Henry Hudson Parkway South to the 42nd Street exit (a left lane exit). Proceed straight onto 42nd Street and go eastbound. The New York Helmsley is on the right between Third and Second Avenues.

Alternate route: Take I-684 South or the Merritt Parkway onto the Hutchinson River Parkway South to the Cross County Parkway. Proceed west on the Cross County Parkway to the Saw Mill River Parkway South. The Saw Mill becomes the Henry Hudson Parkway in New York City. Proceed south on the Parkway until the 42nd Street exit (a left lane exit). Proceed straight onto 42nd Street and go eastbound. The New York Helmsley is on the right between Third and Second Avenues.

Directions from Long Island

Take the Long Island Expressway West (Route 495) to the Midtown Tunnel. Upon exiting the Tunnel, turn left onto East 39th Street and proceed westbound to Third Avenue. Turn right onto Third Avenue and travel north to East 42nd Street. Turn right onto East 42nd Street. The New York Helmsley is on the right between Third and Second Avenues.

Alternate route: Take the Grand Central Parkway to the Triborough Bridge. Take the exit to Manhattan and follow signs for the FDR Drive South. Exit at 63rd Street and proceed to Second Avenue. Turn left and proceed southbound. Make a right onto East 42nd Street. The New York Helmsley is ahead on the left between Second and Third Avenues.

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ANNUAL MEETING OF STOCKHOLDERS OF
AMETEK, Inc.
April 21, 2009

PROXY VOTING INSTRUCTIONS

INTERNET - Access **www.voteproxy.com** and follow the on-screen instructions. Have your proxy card available when you access the web page, and use the Company Number and Account Number shown on your proxy card.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call and use the Company Number and Account Number shown on your proxy card.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

COMPANY NUMBER

ACCOUNT NUMBER



NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL: The Notice of meeting, proxy statement and proxy card are available at <http://phx.corporate-ir.net/phoenix.zhtml?c=104638&p=irol-reportsAnnual>

â Please detach along perforated line and mail in the envelope provided **IF** you are not voting via telephone or the Internet. â

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AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK

1. Election of Directors:		FOR	AGAINST	ABSTAIN
<input type="radio"/>	FOR ALL NOMINEES	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
	NOMINEES:	2. PROPOSAL TO		
	<input type="radio"/> James R.	RATIFY THE		
		APPOINTMENT OF		

Malone

ERNST & YOUNG
L L P A S
INDEPENDENT
REGISTERED
P U B L I C
ACCOUNTING
FIRM FOR THE
YEAR 2009.

o ; Elizabeth R.
Varet

o ; Dennis K.
Williams

**WITHHOLD AUTHORITY
FOR ALL NOMINEES**

At their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

FOR ALL EXCEPT
(See instruction below)

Receipt of the notice of said meeting and of the Proxy Statement of AMETEK, Inc. accompanying the same is hereby acknowledged.

UNLESS OTHERWISE SPECIFIED IN THE SPACES PROVIDED, THE UNDERSIGNED S VOTE IS TO BE CAST FOR THE ELECTION OF THE NOMINEES FOR DIRECTOR LISTED IN PROPOSAL (1) AND FOR PROPOSAL (2), AS MORE FULLY DESCRIBED IN THE ENCLOSED PROXY STATEMENT.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: =

Annual Meeting of Stockholders
AMETEK, Inc. s Annual Meeting of Stockholders will be held at 3:00 p.m. Eastern Daylight Time on Tuesday, April 21, 2009, at the New York Helmsley, 212 East 42nd Street, Sutton Place Meeting Room, New York, NY 10017. Please see your proxy statement for directions should you wish to attend the meeting.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS

If you would like to receive future shareholder communications over the Internet exclusively, and no longer receive any material by mail please visit <http://www.amstock.com>. Click on Shareholder Account Access to enroll. Please enter your account number and tax identification number to log in, then select **Receive Company Mailings via E-Mail** and provide your e-mail address.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**ANNUAL MEETING OF STOCKHOLDERS OF
AMETEK, Inc.
April 21, 2009**

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at <http://phx.corporate-ir.net/phoenix.zhtml?c=104638&p=irol-reportsAnnual>

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

FOR AGAINST ABSTAIN

1. Election of Directors:

NOMINEES:

- ¡ James R. Malone
- ¡ Elizabeth R. Varet

o **FOR ALL NOMINEES**

2. PROPOSAL TO RATIFY THE APPOINTMENT

OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2009.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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AMETEK, Inc.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

As an alternative to completing this form, you may enter your vote instruction by telephone at 1-800-PROXIES, or via the Internet at WWW.VOTEPROXY.COM and follow the simple instructions. Use the Company Number and Account Number shown on your proxy card.

The undersigned hereby appoints Frank S. Hermance, Robert S. Feit and Kathryn E. Sena or a majority of those present and acting, or, if only one is present and acting, then that one, proxies, with full power of substitution, to vote all stock of AMETEK, Inc. which the undersigned is entitled to vote at AMETEK's Annual Meeting of Stockholders to be held at the New York Helmsley, 212 East 42nd Street, Sutton Place Meeting Room, New York, NY 10017, on Tuesday, April 21, 2009, at 3:00 p.m. Eastern Daylight Time, and at any adjournment or postponement thereof, hereby ratifying all that said proxies or their substitutes may do by virtue hereof, and the undersigned authorizes and instructs said proxies to vote as follows:

(TO BE SIGNED ON REVERSE SIDE)

**SEE
REVERSE
SIDE**

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