

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of AMETEK, Inc. to Withdraw its Common Stock, \$.01 par value, from Listing and Registration on the Pacific Exchange, Inc.
File No. 1-12981

August 2, 2005

On June 21, 2005, AMETEK, Inc., a Delaware corporation, ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.01 par value ("Security"), from listing and registration on the Pacific Exchange, Inc. ("PCX"). Notice of such application requesting comments was published in the Federal Register on July 12, 2005.³ No comments were received. As discussed below, the Commission is granting the application.

On April 27, 2005, the Board of Directors ("Board") of the Issuer approved resolutions to withdraw the Security from listing and registration on PCX. The Board stated that the following reasons factored into its decision to withdraw the Security from PCX: (i) the Security is currently listed on the New York Stock Exchange, Inc. ("NYSE") and the Issuer will maintain the listing; and (ii) the low volume of trading in the Security on PCX does not justify the expense and administrative time associated with remaining listed, particularly in light of the requirements to address PCX's rules relating to corporate governance in addition to NYSE's corporate governance rules.

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 51977 (July 6, 2005), 70 FR 40081.

The Issuer stated in its application that it has complied with applicable rules of PCX by complying with all applicable laws in effect in the State of Delaware, the state in which the Issuer is incorporated, and by providing PCX with the required documents governing the withdrawal of securities from listing and registration on PCX. The Issuer's application relates solely to the withdrawal of the Security from listing on PCX, and shall not affect its continued listing on NYSE or its obligation to be registered under Section 12(b) of the Act.⁴

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on August 3, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁵

Jonathan G. Katz
Secretary

⁴ 15 U.S.C. 781(b).

⁵ 17 CFR 200.30-3(a)(1).