

HERMANCE FRANK S
Form 4
January 31, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERMANCE FRANK S

(Last) (First) (Middle)
37 NORTH VALLEY ROAD, BUILDING 4
(Street)

PAOLI, PA 19301-0801

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN OF THE BOARD & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2005		M		36,442	A	\$ 7.2294
Common Stock	01/31/2005		S		4,000	D	\$ 37.4
Common Stock	01/31/2005		S		1,000	D	\$ 37.55
Common Stock	01/31/2005		S		6,300	D	\$ 37.6
Common Stock	01/31/2005		S		4,400	D	\$ 37.61

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Common Stock	01/31/2005	S	5,000	D	\$ 37.65	147,062	D	
Common Stock	01/31/2005	S	4,300	D	\$ 37.66	142,762	D	
Common Stock	01/31/2005	S	600	D	\$ 37.7	142,162	D	
Common Stock	01/31/2005	S	142	D	\$ 37.73	142,020	D	
Common Stock	01/31/2005	S	700	D	\$ 37.76	141,320	D	
Common Stock	01/31/2005	S	4,900	D	\$ 37.77	136,420	D	
Common Stock	01/31/2005	S	100	D	\$ 37.88	136,320	D	
Common Stock	01/31/2005	S	4,900	D	\$ 37.94	131,420	D	
Common Stock	01/31/2005	S	100	D	\$ 38.04	131,320	D	
Common Stock						80,000	I	By Wife
COMMON STOCK						172,272	D	
Common Stock/SERP						71,583.42	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 7.2294	01/31/2005		M	36,442	04/08/1997	04/07/2006		36,442

Stock Option				Common Stock	
Stock Option	\$ 10		04/15/2000 04/14/2006	Common Stock	100,000
Stock Option	\$ 10.4844		09/17/2000 09/16/2006	Common Stock	200,000
Stock Option	\$ 12.22		12/15/2000 12/14/2007	Common Stock	160,000
Stock Option	\$ 18.0625		05/20/2004 05/19/2010	Common Stock	160,000
Stock Option	\$ 18.82		05/22/2003 05/21/2009	Common Stock	140,000
Stock Option	\$ 26.175		05/18/2005 05/17/2011	Common Stock	119,330
Stock Option	\$ 30.405		09/22/2005 09/21/2011	Common Stock	56,085

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERMANCE FRANK S 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801	X		CHAIRMAN OF THE BOARD & CEO	

Signatures

Kathryn E.
Londra

01/31/2005

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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