

HERMANCE FRANK S
Form 4
February 02, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2005

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

(Street)
PAOLI, PA 19301-0801

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

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

(City) (State) (Zip)

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	02/01/2005		M		50,000	A	\$ 10 181,320
Common Stock	02/01/2005		S		5,000	D	\$ 38.15 176,320
Common Stock	02/01/2005		S		4,100	D	\$ 38.2 172,220
Common Stock	02/01/2005		S		4,900	D	\$ 38.21 167,320
Common Stock	02/01/2005		S		5,000	D	\$ 38.23 162,320

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Common Stock	02/01/2005	S	900	D	\$ 38.24	161,420	D	
Common Stock	02/01/2005	S	23,500	D	\$ 38.25	137,920	D	
Common Stock	02/01/2005	S	800	D	\$ 38.26	137,120	D	
Common Stock	02/01/2005	S	800	D	\$ 38.33	136,320	D	
Common Stock	02/01/2005	S	5,000	D	\$ 38.36	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 10	02/01/2005		M	50,000	04/15/2000 04/14/2006	Common Stock 50,000
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
	\$ 18.82					05/22/2003 05/21/2009	140,000

Stock Option					Common Stock	
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

02/02/2005

__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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