

HERMANCE FRANK S
Form 4
February 02, 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

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

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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.

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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
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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