

AMETEK INC/
Form 4
February 09, 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 *
NEUPAVER ALBERT J

(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)
02/08/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
PRESIDENT - ELECTROMECHANICAL

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	02/08/2005		M		65,000	A	\$ 9.9688
Common Stock	02/08/2005		S		8,000	D	\$ 39.5
Common Stock	02/08/2005		S		1,800	D	\$ 39.54
Common Stock	02/08/2005		S		4,900	D	\$ 39.6
Common Stock	02/08/2005		S		100	D	\$ 39.63

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Common Stock	02/08/2005	S	39,900	D	\$ 39.65	85,950	D	
Common Stock	02/08/2005	S	200	D	\$ 39.66	85,750	D	
Common Stock	02/08/2005	S	9,800	D	\$ 39.7	75,950	D	
Common Stock	02/08/2005	S	100	D	\$ 39.74	75,850	D	
Common Stock	02/08/2005	S	200	D	\$ 39.8	75,650	D	
401K PLAN						6,468	I	401K PLAN
Common Stock/SERP						25,947.5	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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 9.9688	02/08/2005		M		65,000	04/13/2001	04/12/2007	Common Stock	65,000
Stock Option	\$ 13.1425						05/22/2002	05/21/2008	Common Stock	65,000
Stock Option	\$ 18.0625						05/20/2004	05/19/2010	Common Stock	55,000
Stock Option	\$ 18.82						05/22/2003	05/21/2009	Common Stock	55,000
Stock Option	\$ 26.175						05/18/2005	05/17/2011	Common Stock	25,000

Stock Option \$ 30.405

09/22/2005 09/21/2011 Common Stock 23,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEUPAVER ALBERT J 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			PRESIDENT - ELECTROMECHANICAL	

Signatures

Kathryn E.
Londra 02/09/2005

__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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