

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

1. Name and Address of Reporting Person * <u>EGINTON WILLIAM D</u>  (Last) (First) (Middle) <u>37 NORTH VALLEY ROAD</u> <u>BUILDING 4</u>  (Street) <u>PAOLI</u> <u>PA</u> <u>19301-0801</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMETEK INC/ [ AME ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2005</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>SENIOR VP-CORP. DEVELOPMENT</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	07/25/2005		M		500	A	\$13.1425	25,080	D	
Common Stock	07/25/2005		S		500	D	\$41.05	24,580	D	
Common Stock	07/26/2005		M		26,000	A	\$13.1425	50,580	D	
Common Stock	07/26/2005		S		26,000	D	\$40.9	24,580	D	
Common Stock/Deferred Compensation								2,284.35	D	
Common Stock/SERP								1,841.25	D	
401K PLAN								1,404	I	401(k) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$18.0625						05/20/2004	05/19/2010	Common Stock	24,000		24,000	D	
Stock Option	\$18.82						05/22/2003	05/21/2009	Common Stock	24,000		24,000	D	
Stock Option	\$26.175						05/18/2005	05/17/2011	Common Stock	10,500		10,500	D	
Stock Option	\$30.405						09/22/2005	09/21/2011	Common Stock	13,320		13,320	D	
Stock Option	\$37.93						04/27/2006	04/26/2012	Common Stock	6,400		6,400	D	
Stock Option	\$13.1425	07/25/2005		M		500	05/22/2002	05/21/2008	Common Stock	500	\$13.1425	26,000	D	
Stock Option	\$13.1425	07/26/2005		M		26,000	05/22/2002	05/21/2008	Common Stock	26,000	\$13.1425	0	D	

Explanation of Responses:

WILLIAM D EGINTON  
\*\* Signature of Reporting Person

07/26/2005  
Date

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

\* 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.

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 Number.