

**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                                 |           |
|--|-----------|
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|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person *<br><u>NEUPAVER ALBERT J</u><br><br>(Last) (First) (Middle)<br><u>37 NORTH VALLEY ROAD</u><br><u>BUILDING 4</u><br><br>(Street)<br><u>PAOLI PA 19301-0801</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMETEK INC/ [ AME ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>PRESIDENT - ELECTROMECHANICAL</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/22/2004</u>     |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

**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                    | 09/22/2004                           |  | A <sup>(1)</sup>               |   | 8,820   | A          | \$30.31 | 75,650  | D  |   |
| 401K PLAN                       | 09/22/2004                           |  | J <sup>(2)</sup>               |   | 12  | A          | \$0     | 6,465   | I  | 401K PLAN   |
| Common Stock/SERP               |                                      |  |                                |   |   |            |         | 24,291.08   | D  |   |

**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 | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option                               | \$9.9688   |                                      |  |                                |   |  |     | 04/13/2001   | 04/12/2007      | Common Stock  | 65,000                                     | 65,000   | D   |  |       |
| Stock Option                               | \$13.1425  |                                      |  |                                |   |  |     | 05/22/2002   | 05/21/2008      | Common Stock  | 65,000                                     | 65,000   | D   |  |       |
| Stock Option                               | \$18.0625  |                                      |  |                                |   |  |     | 05/20/2004   | 05/19/2010      | Common Stock  | 55,000                                     | 55,000   | D   |  |       |
| Stock Option                               | \$18.82  |                                      |  |                                |   |  |     | 05/22/2003   | 05/21/2009      | Common Stock  | 55,000                                     | 55,000   | D   |  |       |
| Stock Option                               | \$26.175   |                                      |  |                                |   |  |     | 05/18/2005   | 05/17/2011      | Common Stock  | 25,000                                     | 25,000   | D   |  |       |
| Stock Option                               | \$30.405   | 09/22/2004                           |  | A                              |   | 23,500   |     | 09/22/2005   | 09/21/2011      | Common Stock  | 23,500                                     | \$30.405   | 23,500  | D  |       |

**Explanation of Responses:**

- 1. Constitutes restricted stock issued under the 2002 Stock Incentive Plan of AMETEK, Inc.
- 2. Represents dividend reinvestment under the Company's 401(k) Plan.

Kathryn E. Londra

09/23/2004

\*\* Signature of Reporting Person

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.

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