

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>HERMANCE FRANK S</u> (Last) (First) (Middle) <u>37 NORTH VALLEY ROAD</u> <u>BUILDING 4</u> (Street) <u>PAOLI PA 19301-0801</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AMETEK INC/ [AME]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN OF THE BOARD & CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2005</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 01/31/2005 | | M | | 36,442 | A | \$7.2294 | 167,762 | D | |
| Common Stock | 01/31/2005 | | S | | 4,000 | D | \$37.4 | 163,762 | D | |
| Common Stock | 01/31/2005 | | S | | 1,000 | D | \$37.55 | 162,762 | D | |
| Common Stock | 01/31/2005 | | S | | 6,300 | D | \$37.6 | 156,462 | D | |
| Common Stock | 01/31/2005 | | S | | 4,400 | D | \$37.61 | 152,062 | D | |
| Common Stock | 01/31/2005 | | S | | 5,000 | D | \$37.65 | 147,062 | D | |
| Common Stock | 01/31/2005 | | S | | 4,300 | D | \$37.66 | 142,762 | D | |
| Common Stock | 01/31/2005 | | S | | 600 | D | \$37.7 | 142,162 | D | |
| Common Stock | 01/31/2005 | | S | | 142 | D | \$37.73 | 142,020 | D | |
| Common Stock | 01/31/2005 | | S | | 700 | D | \$37.76 | 141,320 | D | |
| Common Stock | 01/31/2005 | | S | | 4,900 | D | \$37.77 | 136,420 | D | |
| Common Stock | 01/31/2005 | | S | | 100 | D | \$37.88 | 136,320 | D | |
| Common Stock | 01/31/2005 | | S | | 4,900 | D | \$37.94 | 131,420 | D | |
| Common Stock | 01/31/2005 | | S | | 100 | D | \$38.04 | 131,320 | D | |
| Common Stock | | | | | | | | 80,000 | I | By Wife |
| COMMON STOCK | | | | | | | | 172,272 | D | |
| Common Stock/SERP | | | | | | | | 71,583.42 | 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 | Amount or Number of Shares | | | | |
| Stock Option | \$7.2294 | 01/31/2005 | | M | | | 36,442 | 04/08/1997 | 04/07/2006 | Common Stock | 36,442 | \$7.2294 | 0 | D | |
| Stock Option | \$10 | | | | | | | 04/15/2000 | 04/14/2006 | Common Stock | 100,000 | | 100,000 | D | |
| Stock Option | \$10.4844 | | | | | | | 09/17/2000 | 09/16/2006 | Common Stock | 200,000 | | 200,000 | D | |
| Stock Option | \$12.22 | | | | | | | 12/15/2000 | 12/14/2007 | Common Stock | 160,000 | | 160,000 | 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 | Amount or Number of Shares | | | | |
| Stock Option | \$18.0625 | | | | | | | 05/20/2004 | 05/19/2010 | Common Stock | 160,000 | | 160,000 | D | |
| Stock Option | \$18.82 | | | | | | | 05/22/2003 | 05/21/2009 | Common Stock | 140,000 | | 140,000 | D | |
| Stock Option | \$26.175 | | | | | | | 05/18/2005 | 05/17/2011 | Common Stock | 119,330 | | 119,330 | D | |
| Stock Option | \$30.405 | | | | | | | 09/22/2005 | 09/21/2011 | Common Stock | 56,085 | | 56,085 | D | |

Explanation of Responses:

Kathryn E. Londra

01/31/2005

** 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.

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.