

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
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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>08/19/2003</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								34,085	D	
Common Stock								40,000	I	By Wife
COMMON STOCK	08/19/2003		F		43,864 ⁽¹⁾		D	\$41.98	106,136	D
Common Stock/SERP								29,307.08	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					
Stock Option	\$14.4587							04/08/1997	04/07/2006	Common Stock	120,170	120,170	D	
Stock Option	\$14.5627							06/23/1996	06/22/2005	Common Stock	36,051	36,051	D	
Stock Option	\$20							04/15/2000	04/14/2006	Common Stock	50,000	50,000	D	
Stock Option	\$20.9688							09/17/2000	09/16/2006	Common Stock	100,000	100,000	D	
Stock Option	\$24.44							12/15/2000	12/14/2007	Common Stock	80,000	80,000	D	
Stock Option	\$30.3438							04/15/1999	04/14/2005	Common Stock	50,000	50,000	D	
Stock Option	\$36.125							05/20/2004	05/19/2010	Common Stock	80,000	80,000	D	
Stock Option	\$37.64							05/22/2003	05/21/2009	Common Stock	70,000	70,000	D	

Explanation of Responses:

1. 150,000 shares of restricted stock vested on August 19, 2003 as a result of AMETEK's stock price closing at or above \$40 for five consecutive trading days. 43,864 restricted shares are being withheld to satisfy tax obligations.

Kathryn E. Londra

08/20/2003

** 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.