

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>05/25/2004</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	05/25/2004		M		81,400	A	\$15.1719	191,690	D	
Common Stock	05/25/2004		S		58,100	D	\$26.5	133,590	D	
Common Stock	05/25/2004		S		1,000	D	\$26.52	132,590	D	
Common Stock	05/25/2004		S		4,000	D	\$26.54	128,590	D	
Common Stock	05/25/2004		S		1,100	D	\$26.55	127,490	D	
Common Stock	05/25/2004		S		800	D	\$26.56	126,690	D	
Common Stock	05/25/2004		S		500	D	\$26.58	126,190	D	
Common Stock	05/25/2004		S		900	D	\$26.59	125,290	D	
Common Stock	05/25/2004		S		4,900	D	\$26.65	120,390	D	
Common Stock	05/25/2004		S		100	D	\$26.68	120,290	D	
Common Stock	05/25/2004		S		3,500	D	\$26.69	116,790	D	
Common Stock	05/25/2004		S		3,900	D	\$26.7	112,890	D	
Common Stock	05/25/2004		S		100	D	\$26.72	112,790	D	
Common Stock	05/25/2004		S		1,000	D	\$26.74	111,790	D	
Common Stock	05/25/2004		S		1,100	D	\$26.76	110,690	D	
Common Stock	05/25/2004		S		200	D	\$26.78	110,490	D	
Common Stock	05/25/2004		S		200	D	\$26.82	110,290	D	
Common Stock								80,000	I	By Wife
COMMON STOCK								172,272	D	
Common Stock/SERP								65,121.36	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	\$7.2294							04/08/1997	04/07/2006	Common Stock		212,442	D	
Stock Option	\$10							04/15/2000	04/14/2006	Common Stock		100,000	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	\$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	
Stock Option	\$15.1719	05/25/2004		M		81,400		04/15/1999	04/14/2005	Common Stock	81,400	\$15.1719	18,600	D	
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	

Explanation of Responses:

Kathryn E. Londra

05/26/2004

** 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.

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.