

SAUNDERS DEIRDRE D
Form 4
January 31, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAUNDERS DEIRDRE D

2. Issuer Name and Ticker or Trading Symbol
AMETEK INC/ [AME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
37 NORTH VALLEY ROAD, BUILDING 4

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VICE PRESIDENT & TREASURER

(Street)
PAOLI, PA 19301-0801

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | 15,000 | A | \$ 10 |
| Common Stock | 01/31/2005 | | S | | 4,800 | D | \$ 37.73 |
| Common Stock | 01/31/2005 | | S | | 4,900 | D | \$ 37.77 |
| Common Stock | 01/31/2005 | | S | | 200 | D | \$ 37.82 |
| Common Stock | 01/31/2005 | | S | | 4,800 | D | \$ 37.86 |

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| | | | | | | | | |
|-------------------|------------|---|-----|---|----------|----------|---|-----------|
| Common Stock | 01/31/2005 | S | 100 | D | \$ 37.89 | 42,432 | D | |
| Common Stock | 01/31/2005 | S | 200 | D | \$ 37.91 | 42,232 | D | |
| 401K PLAN | | | | | | 1,815 | I | 401K PLAN |
| Common Stock/SERP | | | | | | 2,251.18 | D | |

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 9.9688 | | | | | 04/13/2001 04/12/2007 | Common Stock 16,000 |
| Stock Option | \$ 10 | 01/31/2005 | | M | 15,000 | 04/15/2000 04/14/2006 | Common Stock 15,000 |
| Stock Option | \$ 13.1425 | | | | | 05/22/2002 05/21/2008 | Common Stock 14,000 |
| Stock Option | \$ 18.0625 | | | | | 05/20/2004 05/19/2010 | Common Stock 11,000 |
| Stock Option | \$ 18.82 | | | | | 05/22/2003 05/21/2009 | Common Stock 11,000 |
| Stock Option | \$ 26.175 | | | | | 05/18/2005 05/17/2011 | Common Stock 5,500 |
| Stock Option | \$ 30.405 | | | | | 09/22/2005 09/21/2011 | Common Stock 5,170 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SAUNDERS DEIRDRE D 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801 | | | VICE PRESIDENT & TREASURER | |

Signatures

| | |
|------------------------------------|------------|
| Kathryn E. Londra | 01/31/2005 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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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