

SAUNDERS DEIRDRE D

Form 4

January 31, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

37 NORTH VALLEY
ROAD, BUILDING 4

(Street)

PAOLI, PA 19301-0801

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VICE PRESIDENT & TREASURER

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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		15,000	A	\$ 10 57,232
Common Stock	01/31/2005		S		4,800	D	\$ 37.73 52,432
Common Stock	01/31/2005		S		4,900	D	\$ 37.77 47,532
Common Stock	01/31/2005		S		200	D	\$ 37.82 47,332
Common Stock	01/31/2005		S		4,800	D	\$ 37.86 42,532

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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.

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SEC 1474
(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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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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