

AMETEK INC/
Form 4
October 27, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HERMANCENCE FRANK S

(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)
10/26/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN OF THE BOARD & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	10/26/2005		M		50,000 A \$ 10	734,312	D
Common Stock	10/26/2005		M		21,400 A \$ 10.4844	755,712	D
Common Stock	10/26/2005		S		11,400 D \$ 40.95	744,312	D
Common Stock	10/26/2005		S		900 D \$ 40.96	743,412	D
Common Stock	10/26/2005		S		19,100 D \$ 40.97	724,312	D

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Common Stock	10/26/2005	S	15,000	D	\$ 40.98	709,312	D	
Common Stock	10/26/2005	S	22,900	D	\$ 41	686,412	D	
Common Stock	10/26/2005	S	2,100	D	\$ 41.02	684,312	D	
Common Stock/SERP						71,583.42	D	
Common Stock						80,000	I	By Wife

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	\$ 12.22					12/15/2000 12/14/2007	Common Stock	160,000	
Stock Option	\$ 18.0625					05/20/2004 05/19/2010	Common Stock	160,000	
Stock Option	\$ 18.82					05/22/2003 05/21/2009	Common Stock	140,000	
Stock Option	\$ 26.175					05/18/2005 05/17/2011	Common Stock	119,330	
Stock Option	\$ 30.405					09/22/2005 09/21/2011	Common Stock	56,085	
Stock Option	\$ 37.93					04/27/2006 04/26/2012	Common Stock	87,050	
Stock Option	\$ 10	10/26/2005		M	50,000	04/15/2000 04/14/2006	Common Stock	50,000	
	\$ 10.4844	10/26/2005		M	21,400	09/17/2000 09/16/2006		21,400	

