

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) _____ 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.

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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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