

EGINTON WILLIAM D
Form 4
January 28, 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 *
EGINTON WILLIAM 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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SENIOR VP-CORP. DEVELOPMENT

PAOLI, PA 19301-0801
(City) (State) (Zip)

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

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)
				(A) or (D) Price			
Common Stock					22,320	D	
401K PLAN					1,404	I	401(k) Plan
Common Stock/SERP	01/27/2005		J ⁽¹⁾	423.73 A	\$ 33.5 1,841.25	D	
Common Stock/Deferred Compensation					2,284.35	D	

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

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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)	8. Priority of Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 9.9688					04/13/2001	04/12/2007	Common Stock	8,000
Stock Option	\$ 13.1425					05/22/2002	05/21/2008	Common Stock	30,000
Stock Option	\$ 18.0625					05/20/2004	05/19/2010	Common Stock	24,000
Stock Option	\$ 18.82					05/22/2003	05/21/2009	Common Stock	24,000
Stock Option	\$ 26.175					05/18/2005	05/17/2011	Common Stock	10,500
Stock Option	\$ 30.405					09/22/2005	09/21/2011	Common Stock	13,320

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGINTON WILLIAM D 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801			SENIOR VP-CORP. DEVELOPMENT	

Signatures

Kathryn E.
Londra

01/28/2005

__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).
- (1) Allocated pursuant to the AMETEK, Inc. Supplemental Executive Retirement Plan under which shares are automatically distributed on a one-for-one basis upon the participant's retirement.

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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