

ZAPICO DAVID A
Form 4
May 31, 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

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 *
ZAPICO DAVID A

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)
05/27/2005

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
PRES. - ELECTRONIC INSTRUMENTS

PAOLI, PA 19301-0801

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	05/27/2005		M	5,300	A	\$ 13.1425	52,832	D
Common Stock	05/27/2005		S	200	D	\$ 38.9	52,632	D
Common Stock	05/27/2005		S	100	D	\$ 39.03	52,532	D
Common Stock	05/27/2005		S	5,000	D	\$ 39.06	47,532	D
Common Stock/SERP							4,031.34	D

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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)	8. Amount or Number of Shares
Stock Option	\$ 18.0625					05/20/2004 05/19/2010	Common Stock	32,000
Stock Option	\$ 18.82					05/22/2003 05/21/2009	Common Stock	32,000
Stock Option	\$ 26.175					05/18/2005 05/17/2011	Common Stock	20,000
Stock Option	\$ 30.405					09/22/2005 09/21/2011	Common Stock	18,800
Stock Option	\$ 37.93					04/27/2006 04/26/2012	Common Stock	15,210
Stock Option	\$ 13.1425	05/27/2005		M	5,300	05/22/2002 05/21/2008	Common Stock	5,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ZAPICO DAVID A
37 NORTH VALLEY ROAD
BUILDING 4
PAOLI, PA 19301-0801

PRES. - ELECTRONIC INSTRUMENTS

Signatures

DAVID A.
ZAPICO 05/31/2005

__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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.