

MANDOS ROBERT R

Form 4

March 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *

MANDOS ROBERT R

(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)

03/03/2005

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)

SENIOR VP - COMPTROLLER

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)
Common Stock	03/03/2005		M	12,000	A \$ 9.9688	37,008	D
Common Stock	03/03/2005		S	6,000	D \$ 39.25	31,008	D
Common Stock	03/03/2005		S	6,000	D \$ 39.5	25,008	D
401K PLAN						149	I 401K PLAN
Common Stock/SERP						1,930.42	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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(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	03/03/2005		M		12,000		04/13/2001	04/12/2007	Common Stock	12,000
Stock Option	\$ 13.1425							05/22/2001	05/21/2008	Common Stock	24,000
Stock Option	\$ 18.0625							05/20/2004	05/19/2010	Common Stock	20,000
Stock Option	\$ 18.82							05/22/2003	05/21/2009	Common Stock	20,000
Stock Option	\$ 26.175							05/18/2005	05/17/2011	Common Stock	9,000
Stock Option	\$ 30.405							09/22/2005	09/21/2011	Common Stock	10,970

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MANDOS ROBERT R 37 NORTH VALLEY ROAD BUILDING 4 PAOLI, PA 19301-0801	SENIOR VP - COMPTROLLER

Signatures

Kathryn E.
Londra
03/03/2005
Date

Signature of
Reporting Person

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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