SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Add	1 0		2. Issuer Name and Ticker or Trading Symbol <u>AMETEK INC/</u> [AME]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	RMANCE FRANK S t) (First) (Middle) 0 CASSATT ROAD		3. Date of Earliest Transaction (Month/Day/Year) 02/03/2016	X Director 10% Owner X Officer (give title below) Other (specify below) CHAIRMAN OF THE BOARD & CEO					
(Street) BERWYN	РА	19312-1177	4. If Amendment, Date of 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					
(City)	(State)	(Zip)	vative Securities Acquired. Disposed of. or Benef	Person ficially Owned					

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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11004)
Common Stock/serp	02/03/2016		J ⁽¹⁾		3,650	Α	\$54.584	378,252	D	
Common Stock								2,100,496	D	
Common Stock								270,000	Ι	By Wife

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)	Code (5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/N	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$14.5378							(2)	04/22/2016	Common Stock	38,462		38,462	D	
Stock Option	\$19.5867							(3)	04/28/2017	Common Stock	335,790		335,790	D	
Stock Option	\$29.8267							(4)	05/02/2018	Common Stock	150,840		150,840	D	
Stock Option	\$34.0467							(5)	04/30/2019	Common Stock	190,230		190,230	D	
Stock Option	\$41.74							(6)	05/07/2020	Common Stock	157,310		157,310	D	
Stock Option	\$53.13							(7)	05/07/2021	Common Stock	118,100		118,100	D	
Stock Option	\$52.27							(8)	05/05/2022	Common Stock	165,330		165,330	D	

Explanation of Responses:

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.

2. The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

3. The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.

4. The stock options will become exercisable in four equal installments beginning on May 3, 2012.

5. The stock options will become exercisable in four equal installments beginning on May 1, 2013.

6 The stock options will become exercisable in four equal annual installments beginning on May 8, 2014

7. The stock options will become exercisable in four equal annual installments beginning on May 8, 2015.

8. The stock options will become exercisable in four equal annual installments beginning on May 6, 2016.

/s/ Frank S. Hermance

** Signature of Reporting Person

02/04/2016 Date

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

 * 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.

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