

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>HERMANCE FRANK S</u> (Last) (First) (Middle) <u>1100 CASSATT ROAD</u> (Street) <u>BERWYN PA 19312-1177</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AMETEK INC/ [AME]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EXECUTIVE CHAIRMAN</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2017</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|---|---------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | | |
| Common Stock | 05/08/2017 | | F ⁽¹⁾ | | 12,796 | D | \$59.93 | 2,060,122 | D | | |
| Common Stock | | | | | | | | 270,000 | I | By Wife | |
| Common Stock | | | | | | | | 42,000 | I | by GRAT | |
| Common Stock/serp | | | | | | | | 386,429 | D | | |

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 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 | | | | | |
| Stock Option | \$29.8267 | | | | | | | (2) | 05/02/2018 | Common Stock | 150,840 | 150,840 | D | |
| Stock Option | \$34.0467 | | | | | | | (3) | 04/30/2019 | Common Stock | 190,230 | 190,230 | D | |
| Stock Option | \$41.74 | | | | | | | (4) | 05/07/2020 | Common Stock | 157,310 | 157,310 | D | |
| Stock Option | \$53.13 | | | | | | | (5) | 05/07/2021 | Common Stock | 118,100 | 118,100 | D | |
| Stock Option | \$52.27 | | | | | | | (6) | 05/05/2022 | Common Stock | 165,330 | 165,330 | D | |
| Stock Option | \$46.96 | | | | | | | (7) | 05/03/2023 | Common Stock | 91,820 | 91,820 | D | |

Explanation of Responses:

- Represents withholding of shares to pay withholding taxes incurred in connection with 2nd year vesting (25%) of restricted stock issued on May 6, 2015, 4th year vesting (25%) of restricted stock issued on May 8, 2013, and 3rd year vesting (25%) of restricted stock issued on May 8, 2014.
- The stock options will become exercisable in four equal installments beginning on May 3, 2012.
- The stock options will become exercisable in four equal installments beginning on May 1, 2013.
- The stock options will become exercisable in four equal annual installments beginning on May 8, 2014.
- The stock options will become exercisable in four equal annual installments beginning on May 8, 2015.
- The stock options will become exercisable in four equal annual installments beginning on May 6, 2016.
- The stock options will become exercisable in four equal annual installments beginning on May 4, 2017.

/s/ Joy D. Atwell, attorney-in- 05/10/2017
fact for Mr. Hermance

** Signature of Reporting Person 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.