Common Stock

Common Stock/serp

401k Plan

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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>Hardin John Wesley</u> | | | | 2. Issuer Name and Ticker or Trading Symbol AMETEK INC/ [AME] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
|--|---|-------------|---|---|------------------------------|--------|--|----------|----------|---|--|---|---|--|--|
| (Last) 1100 CASSAT | (Last) (First) (Middle) 1100 CASSATT ROAD | | | 3. Date of Earliest Tra 06/30/2016 | ansaction | n (Mon | th/Day/Year) | | X PRE | Officer (give title below) below ES ELECTRONIC INSTRU | | | | | |
| (Street) BERWYN (City) | PA 19312-1177 | | -1177 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | Table I - I | Non-Deriva | tive Securities A | cquire | ed, D | isposed c | of, or E | Benefic | ially | Owned | | | | |
| 1. Title of Securi | ty (Instr. 3) | | 2. Transaction Date (Month/Day/Yo | Execution Date, | 3. Transa Code (8) | | 4. Securities Disposed Of Amount | | | 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) | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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06/30/2016

3,000

\$46.0245(1)

D

48,146

493

17,446

D

I

D

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| (e.g., puis, cans, 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 Exerc Expiration Da (Month/Day/V | 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 | \$19.5867 | | | | | | | (2) | 04/28/2017 | Common Stock | 35,725 | | 35,725 | D | |
| Stock Option | \$29.8267 | | | | | | | (3) | 05/02/2018 | Common Stock | 25,965 | | 25,965 | D | |
| Stock Option | \$34.0467 | | | | | | | (4) | 04/30/2019 | Common Stock | 29,955 | | 29,955 | D | |
| Stock Option | \$41.74 | | | | | | | (5) | 05/07/2020 | Common Stock | 26,220 | | 26,220 | D | |
| Stock Option | \$53.13 | | | | | | | (6) | 05/07/2021 | Common Stock | 19,650 | | 19,650 | D | |
| Stock Option | \$52.27 | | | | | | | (7) | 05/05/2022 | Common Stock | 24,330 | | 24,330 | D | |
| Stock Option | \$46.96 | | | | | | | (8) | 05/03/2023 | Common Stock | 30,750 | | 30,750 | D | |

Explanation of Responses:

- 1. The shares were sold at prices ranging from \$45.9500 to \$46.2101 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information regarding the number of shares sold at each separate price.
- $2. \ The \ stock \ options \ will \ become \ exercisable \ in \ four \ equal \ annual \ installments \ beginning \ on \ April \ 29, \ 2011.$
- 3. The stock options will become exercisable in four equal installments beginning on May 3, 2012.
- 4. The stock options will become exercisable in four equal installments beginning on May 1, 2013.
- 5. The stock options will become exercisable in four equal annual installments beginning on May 8, 2014.
- 6. The stock options will become exercisable in four equal annual installments beginning on May 8, 2015.
- 7. The stock options will become exercisable in four equal annual installments beginning on May 6, 2016.
- 8. The stock options will become exercisable in four equal annual installments beginning on May 4, 2017.

/s/ Joy D. Atwell, attorney-infact for Mr. Hardin

07/01/2016

** Signature of Reporting Person

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.