

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>HERMANCE FRANK S</u> _____ (Last) (First) (Middle) <u>1100 CASSATT ROAD</u> _____ (Street) <u>BERWYN PA 19312-1177</u> _____ (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AMETEK INC/ [ AME ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN OF THE BOARD &amp; CEO</u>		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/23/2015</u>					
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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	02/23/2015		M		291,352	A	\$21.6	2,280,728	D	
Common Stock	02/23/2015		F <sup>(1)</sup>		197,305	D	\$52.41	2,083,423	D	
Common Stock								270,000	I	By Wife
Common Stock/serp								369,840	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	Title	Amount or Number of Shares				
Stock Option	\$21.6	02/23/2015		M		291,352	(2)	04/22/2015	Common Stock	291,352	\$0	0	D		
Stock Option	\$14.5378						(3)	04/22/2016	Common Stock	451,462		451,462	D		
Stock Option	\$19.5867						(4)	04/28/2017	Common Stock	335,790		335,790	D		
Stock Option	\$29.8267						(5)	05/02/2018	Common Stock	150,840		150,840	D		
Stock Option	\$34.0467						(6)	04/30/2019	Common Stock	190,230		190,230	D		
Stock Option	\$41.74						(7)	05/07/2020	Common Stock	157,310		157,310	D		
Stock Option	\$53.13						(8)	05/07/2021	Common Stock	118,100		118,100	D		

**Explanation of Responses:**

- 120,077 shares of Common Stock were delivered to the Company for the payment of the exercise price of the stock option, and 77,228 additional shares of Common Stock were delivered to the Company for the payment of the tax liability.
- The stock options will become exercisable in four equal installments beginning on April 23, 2009.
- The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- 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.

/s/Kathryn E. Sena, attorney-in-fact for Mr. Hermance 02/24/2015

\*\* 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.