

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>KLEIN CHARLES D</u>  (Last) (First) (Middle) <u>AMERICAN SECURITIES LLC</u> <u>299 PARK AVENUE, 34TH FLOOR</u>  (Street) <u>NEW YORK NY 10171</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2016</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 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	02/10/2016		M		8,820	A	\$14.5378	153,231	D	
Common Stock	02/10/2016		M		7,582	A	\$19.5867	160,813	D	
Common Stock	02/10/2016		S		16,402	D	\$45.8984 <sup>(1)</sup>	144,411	D	
Common Stock								17,000	I	By Trust <sup>(2)</sup>

**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	\$14.5378	02/10/2016		M		8,820	(3)	04/22/2016	Common Stock	8,820	\$0	0	D	
Stock Option	\$19.5867	02/10/2016		M		7,582	(4)	04/28/2017	Common Stock	7,582	\$0	0	D	
Stock Option	\$29.8267						(5)	05/02/2018	Common Stock	4,050		4,050	D	
Stock Option	\$34.0467						(6)	04/30/2019	Common Stock	4,725		4,725	D	
Stock Option	\$30.74						(7)	07/25/2019	Common Stock	1,570		1,570	D	
Stock Option	\$41.74						(8)	05/07/2020	Common Stock	5,190		5,190	D	
Stock Option	\$53.13						(9)	05/07/2021	Common Stock	3,740		3,740	D	
Stock Option	\$52.27						(10)	05/05/2022	Common Stock	5,160		5,160	D	

**Explanation of Responses:**

- The shares were sold at prices ranging from \$45.8767 to \$45.92 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.
- This trust is a charitable remainder trust of which the reporting person and his spouse are two of the co-trustees and of which his wife is a beneficiary. The reporting person continues to report beneficial ownership of all of the AMETEK Common Stock held by the trust but disclaims beneficial ownership except to the extent of his wife's pecuniary interest therein.
- 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 July 26, 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.

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

/s/Kathryn E. Sena, attorney-  
in-fact for Mr. Klein

02/10/2016

\*\* 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.**