FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|----------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average bu | rden | | | | | | | | |

0.5

hours per response:

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>Burke William Joseph</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMETEK INC/</u> [AME] | | | | | | | eck all appli Directo | cable) or | g Person(s) to Issuer 10% Owner | | |
|---|----------------|---------|--------------------------------------|----------------|--|--|-------------------------|--|---------|---|----------------------------------|--|---|---|-------------|--|
| (Last) 1100 CA | (F SSATT RO | , | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 05/08/2019 | | | | | | | below) | Officer (give title below) Executive VP - CFO | | | |
| (Street) BERWY | N PA | A | 19312 | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | Line | e) X Form f Form f | vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (S | | (Zip) | | | | | | | . – | | | | | | |
| 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. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5) | | | 5. Amou Securitie Benefici | 5. Amount of Securities Beneficially Owned Following | 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 | Transac (Instr. 3 | tion(s) | | (iii3ti. 4) | |
| Common Stock | | | | 05/08 | /2019 | | F ⁽¹⁾ | | 714 | D | \$85.4 | 9 66 | ,222 | D | | |
| Common Stock | | | | 05/08/2019 | | | G | V | 100 | D | \$0 | 66 | ,122 | D | | |
| Common Stock | | | | 05/09 | /2019 | | A ⁽²⁾ | | 5,100 A | | \$85.4 | 5 71 | 71,222 | | | |
| Common Stock | | | | 05/09 | /2019 | | F ⁽³⁾ | | 817 | D | \$85.4 | 70,405 | | D | | |
| Common Stock/serp | | | | | | | | | | | | 11 | 11,858 | | | |
| | | | | | | curities Acqu lls, warrants, | | | | | | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) if any (Month/Day/ | | Date, T | ransaction ode (Instr | ansaction of E | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security Securitie Beneficia Owned Following Reported Transacti (Instr. 4) | | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 | Beneficial Ownership t (Instr. 4) | | | |

Date

Exercisable

(4)

(D)

(A)

23,410

Expiration Date

05/09/2029

Explanation of Responses:

Option

\$85.45

1. Represents withholding of shares to pay withholding taxes incurred in connection with the 1st year vesting (33%) of restricted stock issued on May 8, 2018.

Code

A

- 2. Constitutes restricted stock issued under the AMETEK, Inc. 2011 Omnibus Incentive Compensation Plan.
- 3. Represents withholding of shares to pay withholding taxes incurred in connection with the 2nd year vesting (25%) of restricted stock issued on May 9, 2017.
- 4. The stock options will become exercisable in three equal annual installments beginning on May 9, 2020.

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

Amount or Number

23,410

Stock

05/10/2019

23,410

** 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).

05/09/2019

** 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.