

**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>Hardin John Wesley</u>  (Last) (First) (Middle) 1100 CASSATT ROAD  (Street) BERWYN PA 19312-1177  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRES. - ELECTRONIC INSTRUMENTS
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2015	
		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	05/15/2015		M		23,480	A	\$14.5378	76,477	D	
Common Stock	05/15/2015		S		23,480	D	\$55.216 <sup>(1)</sup>	52,997	D	
401k Plan								489	I	401k Plan
Common Stock/serp								16,206	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
Stock Option	\$14.5378	05/15/2015		M			23,480	(2)	04/22/2016	Common Stock	23,480	\$0	0	D	
Stock Option	\$19.5867							(3)	04/28/2017	Common Stock	35,725		35,725	D	
Stock Option	\$29.8267							(4)	05/02/2018	Common Stock	25,965		25,965	D	
Stock Option	\$34.0467							(5)	04/30/2019	Common Stock	29,955		29,955	D	
Stock Option	\$41.74							(6)	05/07/2020	Common Stock	26,220		26,220	D	
Stock Option	\$53.13							(7)	05/07/2021	Common Stock	19,650		19,650	D	
Stock Option	\$52.27							(8)	05/05/2022	Common Stock	24,330		24,330	D	

**Explanation of Responses:**

- The shares were sold at prices ranging from \$55.175 to \$55.30 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.
- 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.
- 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. Hardin 05/18/2015

\*\* 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.**