

AMETEK INC/
Form 4
August 25, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hardin John Wesley

(Last) (First) (Middle)
1100 CASSATT ROAD
(Street)

BERWYN, PA 19312-1177

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMETEK INC/ [AME]

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
PRES. - ELECTRONIC INSTRUMENTS

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
Common Stock	08/24/2016		S	2,775 D	49.6966 (1) \$ 45,371	D	
401k Plan	08/24/2016		J(2)	2 A	\$ 0 495	I	401k Plan
Common Stock/serp					17,446	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.5867					(3)		04/28/2017		Common Stock	35,725
Stock Option	\$ 29.8267					(4)		05/02/2018		Common Stock	25,965
Stock Option	\$ 34.0467					(5)		04/30/2019		Common Stock	29,955
Stock Option	\$ 41.74					(6)		05/07/2020		Common Stock	26,220
Stock Option	\$ 53.13					(7)		05/07/2021		Common Stock	19,650
Stock Option	\$ 52.27					(8)		05/05/2022		Common Stock	24,330
Stock Option	\$ 46.96					(9)		05/03/2023		Common Stock	30,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardin John Wesley 1100 CASSATT ROAD BERWYN, PA 19312-1177			PRES. - ELECTRONIC INSTRUMENTS	

Signatures

/s/ Joy D. Atwell, attorney-in-fact for Mr. Hardin
08/25/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The shares were sold at prices ranging from \$49.6800 to \$49.7050 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) Represents dividend reinvestment under the Company's 401(k) Plan.
 - (3) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
 - (4) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
 - (5) The stock options will become exercisable in four equal installments beginning on May 1, 2013.
 - (6) The stock options will become exercisable in four equal annual installments beginning on May 8, 2014.
 - (7) The stock options will become exercisable in four equal annual installments beginning on May 8, 2015.
 - (8) The stock options will become exercisable in four equal annual installments beginning on May 6, 2016.
 - (9) The stock options will become exercisable in four equal annual installments beginning on May 4, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.