

AMETEK INC/
Form 4
May 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KLEIN CHARLES D

(Last) (First) (Middle)

**AMERICAN SECURITIES
LLC, 299 PARK AVENUE, 34TH
FLOOR**

(Street)

NEW YORK, NY 10171

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2014

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)

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	05/13/2014		G	V 5,000 A \$ 0	10,000	I	By Trust (1)
Common Stock	05/13/2014		G	V 5,000 D \$ 0	181,221	D	
Common Stock	05/16/2014		S	3,000 D \$ 52.6743 (2)	7,000	I	By Trust (1)

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 21.6					<u>(3)</u>	04/22/2015	Common Stock	8,167
Stock Option	\$ 14.5378					<u>(4)</u>	04/22/2016	Common Stock	8,820
Stock Option	\$ 19.5867					<u>(5)</u>	04/28/2017	Common Stock	7,582
Stock Option	\$ 29.8267					<u>(6)</u>	05/02/2018	Common Stock	4,050
Stock Option	\$ 34.0467					<u>(7)</u>	04/30/2019	Common Stock	4,725
Stock Option	\$ 30.74					<u>(8)</u>	07/25/2019	Common Stock	1,570
Stock Option	\$ 41.74					<u>(9)</u>	05/07/2020	Common Stock	5,190
Stock Option	\$ 53.13					<u>(10)</u>	05/07/2021	Common Stock	3,740

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN CHARLES D AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X		

Signatures

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

05/19/2014

__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) 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.

(2) The shares were sold at prices ranging from \$52.67 to \$52.69 per share. Upon request from 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.

(3) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.

(4) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.

(5) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.

(6) The stock options will become exercisable in four equal installments beginning on May 3, 2012.

(7) The stock options will become exercisable in four equal installments beginning on May 1, 2013.

(8) The stock options will become exercisable in four equal annual installments beginning on July 26, 2013.

(9) The stock options will become exercisable in four equal annual installments beginning on May 8, 2014.

(10) The stock options will become exercisable in four equal annual installments beginning on May 8, 2015.

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.