AMETEK INC/
Form 4
May 07, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERMANCE FRANK S

(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)
05/06/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CHAIRMAN OF THE BOARD & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/06/2015		A(1)		37,920	A	$ 52.27	2,109,017	D	
Common Stock								270,000	I	By Wife
Common Stock/serp								369,840	D	

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

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SEC 1474 (9-02)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	$ 52.27	05/06/2015		A		165,330		(2)	05/05/2022	Common Stock	165,330
Stock Option	$ 14.5378							(3)	04/22/2016	Common Stock	451,462
Stock Option	$ 19.5867							(4)	04/28/2017	Common Stock	335,790
Stock Option	$ 29.8267							(5)	05/02/2018	Common Stock	150,840
Stock Option	$ 34.0467							(6)	04/30/2019	Common Stock	190,230
Stock Option	$ 41.74							(7)	05/07/2020	Common Stock	157,310
Stock Option	$ 53.13							(8)	05/07/2021	Common Stock	118,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERMANCE FRANK S 1100 CASSATT ROAD BERWYN, PA 19312-1177	X		CHAIRMAN OF THE BOARD & CEO	

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Mr. Hermance	05/07/2015
**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) Constitutes restricted stock issued under the AMETEK, Inc. 2011 Omnibus Incentive Compensation Plan.

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

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

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

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

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

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

(8) 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.
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