

AMETEK INC/
Form 4
February 13, 2017

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 *
Burke William Joseph

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

BERWYN, PA 19312

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2017

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)
Executive VP - CFO & Treasurer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock/serp	02/10/2017		J ⁽¹⁾	461 A \$ 49.902	9,916	D	
Common Stock					59,170	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)

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**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 Deriva Securiti (Instr. 3)	
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 29.8267					<u>(2)</u>	05/02/2018	Common Stock	11,475
Stock Option	\$ 34.0467					<u>(3)</u>	04/30/2019	Common Stock	15,600
Stock Option	\$ 41.74					<u>(4)</u>	05/07/2020	Common Stock	16,322
Stock Option	\$ 53.13					<u>(5)</u>	05/07/2021	Common Stock	12,510
Stock Option	\$ 52.27					<u>(6)</u>	05/05/2022	Common Stock	16,418
Stock Option	\$ 46.96					<u>(7)</u>	05/03/2023	Common Stock	50,180

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke William Joseph 1100 CASSATT ROAD BERWYN, PA 19312			Executive VP - CFO & Treasurer	

Signatures

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

02/13/2017

**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)

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Allocated pursuant to the AMETEK, Inc. Supplemental Executive Retirement Plan under which shares are automatically distributed on a one-for-one basis upon the participant's retirement.

- (2) The stock options will become exercisable in four equal annual installments beginning on May 3, 2012.
- (3) The stock options will become exercisable in four equal annual installments beginning on May 1, 2013.
- (4) The stock options will become exercisable in four equal annual installments beginning on May 8, 2014.
- (5) The stock options will become exercisable in four equal annual installments beginning on May 8, 2015.
- (6) The stock options will become exercisable in four equal annual installments beginning on May 6, 2016.
- (7) 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.

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