

AMETEK INC/
Form 4
December 23, 2014

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VARET ELIZEBETH R

(Last) (First) (Middle)

P.O. BOX 287440

(Street)

NEW YORK, NY 10128-7440

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2014

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	12/23/2014		M	582 A \$ 19.5867	123,172	D	
Common Stock	12/23/2014		S	582 D \$ 53.5	122,590	D	
Common Stock					205,809	I	By Trust (1)
Common Stock					1,950	I	By Adult Child (2)
Common Stock					67,500	I	By Trust (3)
					4,050	I	

Common
StockBy Adult
Child (4)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 19.5867	12/23/2014		M	582	<u>(5)</u>	04/28/2017	Common Stock	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
VARET ELIZEBETH R P.O. BOX 287440 NEW YORK, NY 10128-7440	X			

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Ms.
Varet

12/23/2014

__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) Held by trust of which the reporting person is a co-trustee or co-beneficiary.
- (2) The reporting person is a managing member of the limited liability company which holds the securities for the benefit of the reporting person's adult child. The reporting person disclaims any beneficial ownership of these securities.
- (3) These shares are held in a trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities.
- (4) The reporting person has a power of attorney over the securities. The reporting person disclaims beneficial ownership of these securities.
- (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.