

AMETEK INC/  
Form 4  
February 14, 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 \*  
**HERMANCENCE 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)  
**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 CHAIRMAN**

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/serp	02/10/2017		J <sup>(1)</sup>	2,751 A	\$ 49.902 386,429	D	
Common Stock	02/13/2017		M	335,790 A	\$ 19.5867 2,411,096	D	
Common Stock	02/13/2017		S	335,790 D	\$ 53.6602 2,075,306	D	
Common Stock					270,000	I	By Wife
Common Stock					42,000	I	by GRAT

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.5867	02/13/2017		M	335,790	(3) 04/28/2017		Common Stock	335,790
Stock Option	\$ 29.8267					(4) 05/02/2018		Common Stock	150,840
Stock Option	\$ 34.0467					(5) 04/30/2019		Common Stock	190,230
Stock Option	\$ 41.74					(6) 05/07/2020		Common Stock	157,310
Stock Option	\$ 53.13					(7) 05/07/2021		Common Stock	118,100
Stock Option	\$ 52.27					(8) 05/05/2022		Common Stock	165,330
Stock Option	\$ 46.96					(9) 05/03/2023		Common Stock	91,820

## Reporting Owners

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

## Signatures

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

02/14/2017

\_\_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) 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 shares sold at prices ranging from \$53.54 to \$53.78 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.
- (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.

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