

AMETEK INC/
Form 4
September 26, 2013

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 *
EGINTON WILLIAM D

(Last) (First) (Middle)

1100 CASSATT ROAD, P.O. BOX 1764

(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)
09/26/2013

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)
SENIOR VP-CORP. DEVELOPMENT

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	09/26/2013		M		15,000	A	\$ 14.5378
Common Stock	09/26/2013		S		15,000	D	\$ 46.04
401k Plan	09/26/2013		J ⁽¹⁾		6	A	\$ 0
Common Stock	09/26/2013		S		10,000	D	\$ 46.1165
Common Stock	09/26/2013		G	V	250	D	\$ 0

Common Stock/deferred Compensation	8,075	D
Common Stock/serp	17,360	D

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

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(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. Amount or Number of Shares
Stock Option	\$ 14.5378	09/26/2013		M	15,000	<u>(3)</u> 04/22/2016	Common Stock	15,000
Stock Option	\$ 19.5867					<u>(4)</u> 04/28/2017	Common Stock	26,185
Stock Option	\$ 29.8267					<u>(5)</u> 05/02/2018	Common Stock	14,598
Stock Option	\$ 34.0467					<u>(6)</u> 04/30/2019	Common Stock	16,368
Stock Option	\$ 41.74					<u>(7)</u> 05/07/2020	Common Stock	15,546

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGINTON WILLIAM D 1100 CASSATT ROAD P.O. BOX 1764 BERWYN, PA 19312-1177			SENIOR VP-CORP. DEVELOPMENT	

Signatures

/s/ William D.
Eginton

09/26/2013

__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) Represents dividend reinvestment under the Company's 401(k) Plan.

(2) The shares were sold at prices ranging from \$46.11 to \$46.14 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 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.

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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