

AMETEK INC/  
Form 4  
February 24, 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,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

02/24/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SENIOR VP-CORP. DEVELOPMENT

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)
Common Stock	02/24/2014		M	10,000	A \$ 19.5867	60,898	D
Common Stock	02/24/2014		S	10,000	D \$ 53.0702 (1)	50,898	D
401k Plan						4,868	I 401(k) Plan
Common Stock/deferred Compensation						8,115	D
						18,160	D

Common  
Stock/serp

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option	\$ 19.5867	02/24/2014		M	10,000	(2)	04/28/2017	Common Stock		10,000
Stock Option	\$ 29.8267					(3)	05/02/2018	Common Stock		14,598
Stock Option	\$ 34.0467					(4)	04/30/2019	Common Stock		16,368
Stock Option	\$ 41.74					(5)	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

02/24/2014

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) The shares were sold at prices ranging from \$53.01 to \$53.12 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.
- (2) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (3) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
- (4) The stock options will become exercisable in four equal installments beginning on May 1, 2013.
- (5) 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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