

KLEIN CHARLES D

Form 4

September 18, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN CHARLES D

(Last) (First) (Middle)

**AMERICAN SECURITIES
LLC, 299 PARK AVENUE, 34TH
FLOOR**

(Street)

NEW YORK, NY 10171

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/18/2012

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	09/18/2012		M	V Amount (A) or (D) Price \$ 14.7852	266,099	D	
Common Stock	09/18/2012		S	V Amount (A) or (D) Price \$ 35.8049 (1)	257,899	D	
Common Stock					3,750	I	By Trust (2)

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**

SEC 1474
(9-02)

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

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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 14.7852	09/18/2012		M	8,200	<u>(3)</u>	04/25/2013	Common Stock	8,200
Stock Option	\$ 16.1955					<u>(4)</u>	04/23/2014	Common Stock	9,540
Stock Option	\$ 21.6					<u>(5)</u>	04/22/2015	Common Stock	8,167
Stock Option	\$ 14.5378					<u>(6)</u>	04/22/2016	Common Stock	8,820
Stock Option	\$ 19.5867					<u>(7)</u>	04/28/2017	Common Stock	7,582
Stock Option	\$ 29.8267					<u>(8)</u>	05/02/2018	Common Stock	4,050
Stock Option	\$ 34.0467					<u>(9)</u>	04/30/2019	Common Stock	4,725
Stock Option	\$ 30.74					<u>(10)</u>	07/25/2019	Common Stock	1,570

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLEIN CHARLES D AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171	X

Signatures

/s/Kathryn E. Sena, attorney-in-fact for Mr.
Klein

09/18/2012

__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 \$35.78 to \$35.86 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) Distribution of shares by the trust in accordance with the terms of the trust. Mr. Klein disclaims beneficial ownership of all shares held by the trust.
- (3) The stock options will become exercisable in four equal annual installments beginning on April 26, 2007.
- (4) The stock options will become exercisable in four equal annual installments beginning on April 24, 2008.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (7) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (8) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
- (9) The stock options will become exercisable in four equal installments beginning on May 1, 2013.
- (10) The stock options will become exercisable in four equal annual installments beginning on July 26, 2013.

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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