

KLEIN CHARLES D

Form 4

February 27, 2013

**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)  
**02/26/2013**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/26/2013                              |                                                             | M                                    | V Amount (A)<br>or (D)<br>Price<br>\$ 16.1955                           | 240,771                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/26/2013                              |                                                             | S                                    | V Amount (A)<br>or (D)<br>Price<br>\$ 41.3327<br>(1)                    | 238,771                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/27/2013                              |                                                             | M                                    | V Amount (A)<br>or (D)<br>Price<br>\$ 16.1955                           | 239,771                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/27/2013                              |                                                             | S                                    | V Amount (A)<br>or (D)<br>Price<br>\$ 41.93                             | 238,771                                                                                                            | D                                                                       |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | 3,750                                                                                                              | I                                                                       |                                                                   |

Common  
StockBy 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 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. I<br>Der<br>Sec<br>(In              |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option                                     | \$ 16.1955                                                         | 02/26/2013                              |                                                             | M                                    | 2,000                                                                                                           | (3)                                                            | 04/23/2014         | Common<br>Stock                                                     | 2,000                                  |
| Stock<br>Option                                     | \$ 16.1955                                                         | 02/27/2013                              |                                                             | M                                    | 1,000                                                                                                           | (3)                                                            | 04/23/2014         | Common<br>Stock                                                     | 1,000                                  |
| Stock<br>Option                                     | \$ 21.6                                                            |                                         |                                                             |                                      |                                                                                                                 | (4)                                                            | 04/22/2015         | Common<br>Stock                                                     | 8,167                                  |
| Stock<br>Option                                     | \$ 14.5378                                                         |                                         |                                                             |                                      |                                                                                                                 | (5)                                                            | 04/22/2016         | Common<br>Stock                                                     | 8,820                                  |
| Stock<br>Option                                     | \$ 19.5867                                                         |                                         |                                                             |                                      |                                                                                                                 | (6)                                                            | 04/28/2017         | Common<br>Stock                                                     | 7,582                                  |
| Stock<br>Option                                     | \$ 29.8267                                                         |                                         |                                                             |                                      |                                                                                                                 | (7)                                                            | 05/02/2018         | Common<br>Stock                                                     | 4,050                                  |
| Stock<br>Option                                     | \$ 34.0467                                                         |                                         |                                                             |                                      |                                                                                                                 | (8)                                                            | 04/30/2019         | Common<br>Stock                                                     | 4,725                                  |
| Stock<br>Option                                     | \$ 30.74                                                           |                                         |                                                             |                                      |                                                                                                                 | (9)                                                            | 07/25/2019         | Common<br>Stock                                                     | 1,570                                  |

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Reporting Owners

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

02/27/2013

\_\_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) The shares were sold at prices ranging from \$41.3301 to \$41.3348 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 24, 2008.
- (4) The stock options will become exercisable in four equal annual installments beginning on April 23, 2009.
- (5) The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
- (6) The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.
- (7) The stock options will become exercisable in four equal installments beginning on May 3, 2012.
- (8) The stock options will become exercisable in four equal installments beginning on May 1, 2013.
- (9) 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. 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.