

McClain Gretchen W
Form 4/A
January 16, 2019

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 *
McClain Gretchen W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
172 WHITE PINE CANYON ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2018

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

PARK CITY, UT 84060

4. If Amendment, Date Original Filed(Month/Day/Year)
08/29/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	08/27/2018		M ⁽¹⁾⁽²⁾	V Amount (A) or (D) Price 2,720 A \$ 77.0467	8,788	D	
Common Stock	09/07/2018		M ⁽³⁾	1,920 A \$ 78.5501	8,788	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Stock Option	\$ 46.96	08/27/2018		M ⁽¹⁾⁽²⁾	2,720	⁽⁴⁾ 05/03/2023	Common Stock	2,720
Stock Option	\$ 52.42	09/07/2018		M ⁽³⁾	1,920	⁽⁵⁾ 09/08/2021	Common Stock	1,920

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClain Gretchen W 172 WHITE PINE CANYON ROAD PARK CITY, UT 84060			X	

Signatures

/s/ Joy D. Atwell, attorney-in-fact for Ms. McClain
 01/16/2019
 **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 original Form 4 did not include that the shares were acquired by the reporting person from the exercise of a stock option.
 - (2) The shares were sold at prices ranging from \$77.0401 to \$77.0470 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
 - (3) The original Form 4 did not include that the shares were acquired by the reporting person from the exercise of a stock option.
 - (4) The stock options will become exercisable in four equal annual installments beginning on May 4, 2017.
 - (5) The stock options will become exercisable in four equal installments beginning on September 9, 2015.
- 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.