

AMPHENOL CORP /DE/
Form 4
January 25, 2007

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 *
JEPSEN EDWARD G

(Last) (First) (Middle)

14 GALE ROAD

(Street)

BLOOMFIELD, CT 06002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMPHENOL CORP /DE/ [APH]

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2007

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/23/2007		M		16,000	A	\$ 20.615
Class A Common Stock	01/23/2007		M		34,000	A	\$ 24.7813
Class A Common Stock	01/23/2007		S		50,000	D	\$ 65.0023
Class A Common Stock	01/24/2007		M		50,000	A	\$ 20.09

Class A
Common Stock 01/24/2007 S 50,000 D \$ 67.4021 0 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option	\$ 21.905					05/02/2003 05/02/2012	Class A Common Stock 100,000
Stock Option	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock 4,000
Stock Option	\$ 53.61					05/24/2007 05/24/2016	Class A Common Stock 4,000
Stock Option	\$ 20.615	01/23/2007		M	16,000	04/25/2006 04/25/2011	Class A Common Stock 16,000
Stock Option	\$ 24.7813	01/23/2007		M	34,000	06/06/2005 06/06/2010	Class A Common Stock 34,000
Stock Option	\$ 20.09	01/24/2007		M	50,000	04/15/2006 ⁽¹⁾ 04/15/2013	Class A Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

JEPSEN EDWARD G
14 GALE ROAD
BLOOMFIELD, CT 06002

X

Signatures

Edward C.
Wetmore, POA

01/25/2007

__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) Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.

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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