

AMPHENOL CORP /DE/
Form 4
May 13, 2005

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 *
FRASER JAMIE A

(Last) (First) (Middle)
2469 RHONDA DRIVE
(Street)

VESTAL, NY 13850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2005

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 below) ___ Other (specify below)
SR VP & GGM INTERCONNECT SYS

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock | 05/12/2005 | | M | | 672 | A | \$ 8 2,672 |
| Class A Common Stock | 05/12/2005 | | M | | 3,200 | A | \$ 9.5469 5,872 |
| Class A Common Stock | 05/12/2005 | | M | | 16,000 | A | \$ 20.615 21,872 |
| Class A Common | 05/12/2005 | | M | | 12,128 | A | \$ 21.905 34,000 |

Stock

| | | | | | | | |
|----------------------------|------------|---|--------|---|---------------|--------|---|
| Class A Common Stock | 05/12/2005 | M | 37,600 | A | \$ 24.7813 | 71,600 | D |
| Class A Common Stock | 05/12/2005 | M | 10,400 | A | \$ 28.375 | 82,000 | D |
| Class A Common Stock | 05/12/2005 | S | 80,000 | D | \$ 39.5 | 2,000 | 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 or Number of Shares |
| Stock Option | \$ 20.09 | | | | | 04/15/2004 04/15/2013 | Class A Common Stock 32,000 |
| Stock Option | \$ 30.15 | | | | | 04/16/2005 04/16/2014 | Class A Common Stock 27,500 |
| Stock Option | \$ 36.79 | | | | | 04/12/2006 04/12/2015 | Class A Common Stock 30,000 |
| Stock Option | \$ 8 | 05/12/2005 | | M | 672 | 10/26/2003 10/26/2008 | Class A Common Stock 672 |
| Stock Option | \$ 9.5469 | 05/12/2005 | | M | 3,200 | 04/22/2004 04/22/2009 | Class A Common Stock 3,200 |

| Instrument | Exercise Price | Grant Date | Expiration Date | Term | Quantity | Acquisition Date | Expiration Date | Class | Quantity |
|--------------|----------------|------------|-----------------|------|----------|------------------|-----------------|----------------------|----------|
| Stock Option | \$ 20.615 | 05/12/2005 | | M | 16,000 | 04/25/2005 | 04/25/2011 | Class A Common Stock | 16,000 |
| Stock Option | \$ 21.905 | 05/12/2005 | | M | 12,128 | 05/02/2005 | 05/02/2012 | Class A Common Stock | 12,128 |
| Stock Option | \$ 24.7813 | 05/12/2005 | | M | 37,600 | 06/06/2004 | 06/06/2010 | Class A Common Stock | 37,600 |
| Stock Option | \$ 28.375 | 05/12/2005 | | M | 10,400 | 10/05/2004 | 10/05/2010 | Class A Common Stock | 10,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRASER JAMIE A 2469 RHONDA DRIVE VESTAL, NY 13850 | | | SR VP & GGM INTERCONNECT SYS | |

Signatures

Edward C.
Wetmore, POA

05/13/2005

__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).

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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