

AMPHENOL CORP /DE/
Form 4
July 23, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
NAUJOKS UDO

(Last) (First) (Middle)

FRAUENBERGSTRASSE 13

(Street)

74388 TALHEIM Germany

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2008

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)
VICE PRESIDENT & GGM, ATE

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	07/22/2008		M		5,200 A \$ 10.045	5,200	D
Class A Common Stock	07/22/2008		M		8,000 A \$ 15.075	13,200	D
Class A Common Stock	07/22/2008		M		10,400 A \$ 18.395	23,600	D
Class A Common	07/22/2008		M		12,800 A \$ 26.805	36,400	D

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Stock

Class A Common Stock	07/22/2008		M	10,800	A	\$ 34.55	47,200	D
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Class A Common Stock	07/22/2008		S	47,200	D	\$ 49.821 <u>(1) (2)</u>	0	D
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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.

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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	\$ 10.045	07/22/2008		M	5,200	04/15/2008 ⁽³⁾ 04/15/2013	Class A Common Stock 5,200
Stock Option	\$ 15.075	07/22/2008		M	8,000	04/16/2008 04/16/2014	Class A Common Stock 8,000
Stock Option	\$ 18.395	07/22/2008		M	10,400	04/12/2008 04/12/2015	Class A Common Stock 10,400
Stock Option	\$ 26.805	07/22/2008		M	12,800	05/24/2008 05/24/2016	Class A Common Stock 12,800
Stock Option	\$ 34.55	07/22/2008		M	10,800	05/24/2008 05/24/2017	Class A Common Stock 10,800

