Davis Robert E
Form 4
December 07, 2018

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Robert E

(Last) (First) (Middle)

C/O INTRA-CELLULAR THERAPIES, INC., 430 EAST 29TH STREET

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Intra-Cellular Therapies, Inc. [ITCI]

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2018

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)
SVP, Chief Scientific Officer

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	(A) or (D)	Price			
Common Stock	12/04/2018		M		1,758	A	(1)	31,155	D	
Common Stock	12/06/2018		S (2)		899	D	$ 13.53 (3)	30,256	D	

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

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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 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)		8. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(4)	12/04/2018		M			1,758	(5)	(5)	Common Stock	1,758	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Robert E C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET NEW YORK, NY 10016			SVP, Chief Scientific Officer	

Signatures

/s/ Lawrence J. Hineline, Attorney-in-fact	12/07/2018
**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) Restricted stock units convert into common stock on a one-for-one basis.

(2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2018. The proceeds from this sale will be used primarily to cover the reporting person's tax liability arising from the vesting of restricted stock units.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $13.50 to $13.75, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) Each restricted stock unit represents a contingent right to receive one share of common stock.

(5) On December 4, 2015, the reporting person was granted 5,272 restricted stock units, vesting in three equal installments beginning on the first anniversary of the grant date.

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.

Comprehensive income

$

183,675

Purchase of treasury stock

Explanation of Responses:

(8,704

)

(8,704

)

Deferred compensation

193

193

Stock options exercised, including tax benefit

2

36,448

Explanation of Responses:

36,450

Dividends declared

(10,763

)

(10,763

)

Shares issued in connection with acquisition

6,780

6,780

Balance December 31, 2005

178

(164,171

)

985,317

(77,742

)

(54,347

)

689,235

Comprehensive income:

Net income

255,691

255,691

255,691

Other comprehensive income, net of tax:

Translation adjustments

16,829

16,829

16,829

)

Revaluation of interest rate derivatives

1,894

1,894

1,894

Adjustment to initially apply SFAS 158, net of tax (Note 6)

(19,282

)

(19,282

)

Defined benefit plan liability adjustment

(2,783

)

(2,783

)

(2,783

)

Other comprehensive income

15,940

Comprehensive income

$

271,631

Purchase of treasury stock

(72,658

)

(72,658

)

Retirement of treasury stock

(2

)

(87,787

)

87,789

Deferred compensation

195

195

Stock options exercised, including tax benefit

3

34,837

34,840

Dividends declared

(10,685

)

(10,685

)

Stock-based compensation expense

9,718

9,718

Balance December 31, 2006

179

(119,421

)

1,142,536

(81,084

)

(39,216

)

902,994

Comprehensive income:

Net income

353,194

353,194

353,194

Other comprehensive income, net of tax:

Translation adjustments

26,078

26,078

26,078

Revaluation of interest rate derivatives

(10,070

)

(10,070

)

(10,070

)

Defined benefit plan liability adjustment

21,432

21,432

21,432

Other comprehensive income

37,440

Comprehensive income

$

390,634

Purchase of treasury stock

(93,594

)

(93,594

)

Retirement of treasury stock

(1

)

(53,198

)

53,199

Cumulative effect of adoption of FIN 48

(163

)

(163

)

Deferred compensation

207

207

Stock options exercised, including tax benefit

3

Explanation of Responses:

63,123

63,126

Dividends declared

(10,734

)

(10,734

)

Stock-based compensation expense

12,444

12,444

Balance December 31, 2007

$

181

$

(43,647

)

$

1,431,635

$

(43,644

)

$

(79,611

)

$

1,264,914

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Cash Flow

(dollars in thousands)

	Year Ended December 31, 2007	2006	2005
Net income	$ 353,194	$ 255,691	$ 206,339
Adjustments for cash from operations:			
Depreciation and amortization	82,348	73,124	51,642
Stock-based compensation expense	12,444	9,718	
Non-cash expense for early extinguishment of debt			5,666
Non-cash impact related to flood		9,307	
Net change in operating assets and liabilities:			
Accounts receivable	(87,013)	(60,603)	(40,152)
Inventory	(22,724)	(81,878)	(20,636)
Prepaid expenses and other assets	(7,232)	(8,916)	5,582
Excess tax benefits from stock-based payment arrangements	(23,691)	(10,043)	
Accounts payable	43,651	46,382	25,828
Accrued income taxes	5,466	17,922	23
Accrued liabilities	28,549	27,929	(7,391)
Accrued pension and post employment benefits	(6,316)	(2,326)	511
Other long-term assets	8,732	11,370	1,800
Other	491	1,920	412
Cash flow provided by operations	387,899	289,597	229,624
Cash flow from investing activities:			
Additions to property, plant and equipment	(103,772)	(82,421)	(57,121)
Proceeds from disposal of fixed assets	5,354	5,921	
Purchases of short term investments, net	(1,360)		
Acquisitions, net of cash acquired	(179,300)	(22,473)	(512,307)
Cash flow used in investing activities	(279,078)	(98,973)	(569,428)
Cash flow from financing activities:			
Net change in borrowings under revolving credit facilities	41,622	(102,557)	744,131
Decrease in borrowings under Bank Agreement			(413,000)
Payment of fees and expenses related to refinancing		(1,144)	(2,542)
Purchase of treasury stock	(93,594)	(72,658)	(8,704)
Proceeds from exercise of stock options	34,550	21,882	36,450
Excess tax benefits from stock-based payment arrangements	23,691	10,043	
Dividend payments	(10,710)	(10,724)	(8,034)
Cash flow (used in) provided by financing activities	(4,441)	(155,158)	348,301
Effect of exchange rate changes on cash	5,126		
Net change in cash and cash equivalents	109,506	35,466	8,497
Cash and cash equivalents balance, beginning of period	74,135	38,669	30,172
Cash and cash equivalents balance, end of period	$ 183,641	$ 74,135	$ 38,669
Cash paid during the year for:			
Interest	$ 36,238	$ 39,109	$ 20,272
Income taxes paid, net of refunds	100,772	77,849	85,562

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

(dollars in thousands, except per share data)

Note 1-Summary of Significant Accounting Policies

Operations

Amphenol Corporation (Amphenol or the Company) operates two business segments which consist of manufacturing and selling interconnect products and assemblies, and manufacturing and selling cable products. The Company sells its products to customer locations worldwide.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

Reclassifications

In 2006, the Company changed the presentation of the Consolidated Statements of Income to include depreciation and amortization expense in Cost of sales and Selling, general & administrative expense allowing for Gross profit to be presented. This change has been made to Statements of Income disclosures throughout the 10-K for consistency and to prior years presented. Depreciation and amortization expense was previously presented as a separate line on the income statement.

Certain other 2006 information has been reclassified to conform to the 2007 presentation.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and liquid investments with an original maturity of less than three months. The carrying amount approximates fair value of those instruments.

Sale of Receivables

A subsidiary of the Company has an agreement with a financial institution whereby the subsidiary can sell an undivided interest of up to $100,000 in a designated pool of qualified accounts receivable. The Company services, administers and collects the receivables on behalf of the purchaser. On July 31, 2006, the Company terminated its then existing accounts receivable securitization facility and entered into a new Receivables Purchase Agreement (the New Agreement). The New Agreement allows the Company to sell an undivided interest of up to $100,000 in a designated pool of qualified accounts receivable at costs that are lower than the previous agreement. The remaining terms and conditions of the New Agreement remained substantially the same as the previous facility. The New Agreement includes certain covenants and provides for various events of termination and expires in July 2009. Due to the short-term nature of the accounts receivable, the fair value approximates the carrying value. Program fees payable to the purchaser under this agreement are equivalent to rates afforded high quality commercial paper issuers plus certain administrative expenses and are included in other expenses, net, in the accompanying Consolidated Statements of Income. The aggregate value of receivables transferred to the pool for the year 2007, 2006 and 2005 were $1,065,892, $854,372 and $761,129, respectively. At December 31, 2007 and 2006, $119,932 and $107,394, respectively, of accounts receivable were transferred to the subsidiary, but not purchased by the financial institution and are therefore included in the accounts receivable balance in the accompanying Consolidated Balance Sheets. At December 31, 2007 and 2006, approximately $85,000 of receivables were sold and are therefore not reflected in the accounts receivable balance in the accompanying Consolidated Balance Sheets.

Inventories

Inventories are stated at the lower of standard cost, which approximates average cost, or market. The principal components of cost included in inventories are materials, direct labor and manufacturing overhead.

Depreciable Assets

Property, plant and equipment are carried at cost less accumulated depreciation. Depreciation of property, plant and equipment is recorded on a straight-line basis over the respective asset lives determined on a composite basis by asset group or on a specific item basis using the estimated useful lives of such assets which range from 3 to 12 years for machinery and equipment and 20 to 40 years for buildings. It is the Company s policy to periodically review fixed asset lives.

Goodwill

The Company performs its annual evaluation for the impairment of goodwill for the Company s reporting units, in accordance with Financial Accounting Standards Board Statement No. 142 (FAS 142), as of each June 30. The Company has defined its reporting units as the operating segments within its two reportable business segments Interconnect Products and Assemblies and Cable Products , as the components of these operating segments have similar economic characteristics. Goodwill impairment for each reporting unit is evaluated using a two-step approach requiring the Company to determine the fair value of the reporting unit and compare that to the carrying value including goodwill. If the carrying value exceeded the fair value, the goodwill of the reporting unit would be potentially impaired and a second step of additional testing would be performed to measure the impairment loss. As of June 30, 2007, and for each previous year in which the impairment test has been performed, the fair market value of the Company s reporting units exceeded their carrying values and therefore no impairment was recognized.

***Intangible* Assets**

Intangible assets are included in other long-term assets and consist primarily of proprietary technology, customer relationships and license agreements and are amortized over the periods of benefit.

Revenue Recognition

The Company s primary source of revenues is from product sales to its customers.

Revenue from sales of the Company s products is recognized at the time the goods are delivered and title passes, provided the earning process is complete and revenue is measurable. Delivery is determined by the Company s shipping terms, which are primarily FOB shipping point. Revenue is recorded at the net amount to be received after deductions for estimated discounts, allowances and returns. These estimates and reserves are determined and adjusted as needed based upon historical experience, contract terms and other related factors.

The shipping costs for the majority of the Company s sales are paid directly by the Company s customers. In the broadband communication market (approximately 10% of consolidated sales), the Company pays for shipping cost to the majority of its customers. Shipping costs are also paid by the Company for certain customers in the interconnect products and assemblies market. Amounts billed to customers related to shipping costs are immaterial and are included in net sales. Shipping costs incurred to transport products to the customer which are not reimbursed are included in selling, general and administrative expense.

Retirement Pension Plans

Costs for retirement pension plans include current service costs and amortization of prior service costs over periods of up to thirty years. It is the Company s policy to fund current pension costs taking into consideration minimum funding requirements and maximum tax deductible limitations. The expense of retiree medical benefit programs is recognized during the employees service with the Company as well as amortization of a transition obligation previously recognized. The recognition of expense for retirement pension plans and medical benefit programs is significantly impacted by estimates made by management such as discount rates used to value certain liabilities, expected return on assets and future health care costs. The Company uses third-party specialists to assist management in appropriately measuring the expense associated with pension and other post retirement plan benefits.

Stock Options

In December 2004, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 123(R), Share-Based Payment . This pronouncement amends SFAS No. 123, Accounting for Stock-Based Compensation , as amended by SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure, an Amendment of FASB Statement No. 123 , and supersedes Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees . SFAS No. 123(R) requires that companies account for awards of equity instruments under the fair value method of accounting and recognize such amounts in their statements of income. The Company adopted SFAS No. 123(R) on January 1, 2006 using the modified prospective method and, in connection therewith compensation expense is recognized in the accompanying Consolidated Statements of Income beginning in 2006 over the service period that the awards are expected to vest. The Company recognizes expense for stock-based compensation with graded vesting on a straight-line basis over the vesting period of the entire award. Stock-based compensation expense includes the estimated effects of forfeitures, and estimates of forfeitures will be adjusted over the requisite service period to the extent actual forfeitures differ, or are expected to differ from such estimates. Changes in estimated forfeitures will be recognized in the period of change and will also impact the amount of expense to be recognized in future periods. Prior to January 1, 2006, the Company determined stock-based compensation in accordance with the provisions of APB Opinion 25. The Company estimated the fair value of stock option awards in accordance with SFAS No. 123, Accounting for Stock-Based Compensation , and disclosed the resulting estimated compensation effect on net income on a pro forma basis. As a result of adopting SFAS No. 123(R) on January 1, 2006, the Company s income before income taxes was reduced by $9,718 for the year ended 2006 and $12,444 for the year ended December 31, 2007. The expense incurred for stock-based compensation plans is classified in selling, general and administrative expenses on the accompanying consolidated statements of income.

For 2005, had compensation cost for stock options been determined based on the fair value of the option at date of grant consistent with the provisions of SFAS No. 123(R) the Company s net income and earnings per share would have been reduced to the pro forma amounts indicated below:

Net income	$	206,339
Less: Total stock based compensation expense determined under Black-Scholes option pricing model, net of related tax effects		(4,936)
Pro forma net income	$	201,403
Earnings Per Share:		
Basic-as reported	$	1.17
Basic-pro forma	$	1.14
Diluted-as reported	$	1.14
Diluted-pro forma	$	1.11

The fair value of stock options has been estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	2007		2006		2005	
Risk free interest rate	4.8	%	4.9	%	4.0	%
Expected life	5 years		5 years		5 years	
Expected volatility	26.0	%	30.0	%	25.0	%
Expected dividend yield	0.2	%	0.2	%	0.3	%

Explanation of Responses:

Income Taxes

Deferred income taxes are provided for revenue and expenses which are recognized in different periods for income tax and financial statement purposes. Deferred income taxes are not provided on undistributed earnings of foreign affiliated companies which are considered to be permanently invested. It is not practicable to estimate the amount of tax that might be payable. Deferred tax assets are regularly assessed for recoverability based on both historical and anticipated earnings levels and a valuation allowance is recorded when it is more likely than not that these amounts will not be recovered. The Company includes estimated interest and penalties related to unrecognized tax benefits in the provision for income taxes.

Foreign Currency Translation

The financial position and results of operations of the Company s significant foreign subsidiaries are measured using local currency as the functional currency. Assets and liabilities of such subsidiaries have been translated at current exchange rates and related revenues and expenses have been translated at weighted average exchange rates. The aggregate effect of translation adjustments is included as a component of accumulated other comprehensive loss within shareholders equity. Transaction gains and losses related to operating assets and liabilities are included in selling, general and administrative expense and those related to non-operating assets and liabilities are included in other expense, net.

Research and Development

Cost incurred in connection with the development of new products and applications are expensed as incurred. Research and development expenses for the creation of new and improved products and processes were $62,397, $53,730 and $37,510, for the years 2007, 2006 and 2005, respectively.

Environmental Obligations

The Company recognizes the potential cost for environmental remediation activities when site assessments are made, remedial efforts are probable and related amounts can be reasonably estimated; potential insurance reimbursements are not recorded. The Company regularly assesses its environmental liabilities through reviews of contractual commitments, site assessments, feasibility studies and formal remedial design and action plans.

Net Income per Common Share

Basic income per common share is based on the net income for the period divided by the weighted average common shares outstanding. Diluted income per common share assumes the exercise of outstanding, dilutive stock options using the treasury stock method. On January 17, 2007, the Company announced a 2-for-1 stock split that was effective for stockholders of record as March 16, 2007 and these additional shares were distributed on March 30, 2007. The share information herein for 2006 has been restated to reflect the effect of such stock split.

Derivative Financial Instruments

Derivative financial instruments, which are periodically used by the Company in the management of its interest rate and foreign currency exposures, are accounted for on an accrual basis. Income and expense are recorded in the same category as that arising from the related asset or liability. For example, amounts to be paid or received under interest rate swap agreements are recognized as an increase or decrease of interest expense in the periods in which they accrue. Gains and losses on derivatives designated as cash flow hedges resulting from changes in fair value are recorded in other comprehensive income, and subsequently reflected in net income in a manner that matches the timing of the actual income or expense of such instruments with the hedged transaction. As of December 31, 2007, the Company had interest rate swap agreements of $250,000, $250,000 and $150,000 that fix the Company s LIBOR at 4.24%, 4.85% and 4.40%, expiring in July 2008, December 2008 and December 2009, respectively. In October 2007, the Company entered into interest rate swaps that fix the Company s LIBOR interest rate on $250,000 and $250,000 of floating rate bank debt at 4.73% and 4.65% which go into effect in July 2008 and December 2008 and expire in July 2010 and December 2009, respectively. These agreements are designated as cash flow hedges and accounted for as described above.

Recent Accounting Changes

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS 157). SFAS 157 provides guidance for using fair value to measure assets and liabilities. It also responds to investors requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, and does not expand the use of fair value in any new circumstances. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2008, as a result of FASB Staff Position 157-2 issued in February 2008, and is required to be adopted by the Company in the first quarter of 2009. The Company does not believe SFAS 157 will have a material impact on its consolidated results of operations and financial condition.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS 159). This Statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective is to provide entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company does not believe SFAS 159 will have a material impact on its consolidated results of operations and financial condition.

In December 2007, the FASB issued SFAS No. 141R, Business Combinations (SFAS 141R). The objective of this Statement is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. To accomplish that, this Statement establishes principles and requirements for how the acquirer: 1.) Recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. 2.) Recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase. 3.) Determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. This Statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The areas that are most applicable to the Company with regard to this Statement are (1) that the Statement requires companies to expense transaction costs as incurred (2) that any subsequent adjustments to a recorded performance-based liability after its initial recognition will need to be adjusted through income as opposed to goodwill, and (3) any liabilities related to noncontrolling interest will be recorded at fair value. The Company is currently evaluating the effect of this statement to determine the impact it will have, but believes the impact will not be material to its consolidated results of operations and financial condition.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements . The objective of this Statement is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. This Statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. This Statement shall be applied prospectively as of the beginning of the fiscal year in which this Statement is initially applied, except for the presentation and disclosure requirements. The presentation and disclosure requirements shall be applied retrospectively for all periods presented. The areas that are most applicable to the Company with regard to this Statement are (1) the Statement requires companies to classify expense related to noncontrolling interest s share in income below net income (earning per share will still be determined after the impact of noncontrolling interest s share in net income of the Company as is the current practice.) During 2007, 2006 and 2005, the Company included expense related to the noncontrolling interests share in income of $10,518, $6,001 and $4,084, respectively, in other expenses, net and (2) this Statement requires the liability related to noncontrolling interests to be presented as a separate caption within shareholders equity. As of December 31, 2007 and 2006 the liability related to noncontrolling interests was $14,834 and $18,681, respectively, and is included in other long term liabilities. The Company is currently evaluating the effect of this statement to determine the impact it will have, but believes the primary impacts will be as described above.

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Note 2 Long-Term Debt

Long-term debt consists of the following:

	Average Interest Rate at- December 31, 2007	Maturity	December 31, 2007	2006
Revolving Credit Facility	4.98%	2011	$ 711,600	$ 652,700
Notes payable to foreign banks and other debt	5.54%	2008-2018	11,036	27,714
			722,636	680,414
Less current portion			1,075	3,241
Total long-term debt			$ 721,561	$ 677,173

On July 15, 2005, the Company completed a refinancing of its senior secured credit facility. The new bank agreement (Revolving Credit Facility) was comprised of a five-year $750,000 unsecured revolving credit facility that was originally scheduled to expire in July 2010, of which approximately $440,000 was drawn at closing On November 15, 2005, the Company exercised its option to increase its aggregate commitments under the Revolving Credit Facility by an additional $250,000 thereby increasing the revolving credit facility to $1,000,000. On August 1, 2006, the Company amended the Revolving Credit Facility to reduce borrowing costs and increase the general indebtedness basket by $250,000 through an accordion feature similar to that exercised on November 15, 2005. In addition, the term of the Revolving Credit Facility was extended from July 2010 to August 2011.

At December 31, 2007, availability under the Revolving Credit Facility was $274,587, after a reduction of $13,813 for outstanding letters of credit. In connection with the 2005 refinancing, the Company incurred one-time expenses for the early extinguishment of debt of $2,398. Such one-time expenses include the write-off of unamortized deferred debt issuance costs less the gain on the termination of related interest rate swap agreements. The Company s interest rate on borrowings under the Revolving Credit Facility is LIBOR plus 40 basis points. The Company also pays certain annual agency and facility fees. At December 31, 2007, the Company s credit rating from Standard & Poor s was BBB- and from Moody s was Baa3. The Revolving Credit Facility requires that the Company satisfy certain financial covenants including an interest coverage ratio (EBITDA divided by interest expense) of higher than 3X and a leverage ratio (Debt divided by EBITDA) lower than 3.25X; at December 31, 2007, such ratios as defined in the Revolving Credit Facility were 15.46X and 1.21X, respectively. The Revolving Credit Facility also includes limitations with respect to, among other things, (i) indebtedness in excess of $50,000 for capital leases, $450,000 for general indebtedness, $200,000 for acquisition indebtedness, (of which approximately $3,339, $1,144 and $nil were outstanding at December 31, 2007, respectively), (ii) restricted payments including dividends on the Company s Common Stock in excess of 50% of consolidated cumulative net income subsequent to July 15, 2005 plus $250,000, or approximately $605,714 at December 31, 2007, (iii) required consolidated net worth equal to 50% of cumulative consolidated net income commencing April 1, 2005 plus 100% of net cash proceeds from equity issuances commencing April 1, 2005, plus $400,000, or approximately $784,424 at December 31, 2007, (iv) creating or incurring liens, (v) making other investments, and (vi) acquiring or disposing of assets.

As of December 31, 2007, the Company had interest rate swap agreements of $250,000, $250,000 and $150,000 that fix the Company s LIBOR at 4.24%, 4.85% and 4.40%, expiring in July 2008, December 2008 and December 2009, respectively. In October 2007, the Company entered into interest rate swaps that fix the Company s LIBOR interest rate on $250,000 and $250,000 of floating rate bank debt at 4.73% and 4.65% which go into effect in July 2008 and December 2008 and expire in July 2010 and December 2009, respectively. The fair value of such agreements was estimated by obtaining quotes from brokers which represented the amounts that the Company would receive or pay if the agreements were terminated. The fair value of all swaps indicated that termination of the agreements at December 31, 2007 would have resulted in a pre-tax loss of $11,398; such loss, net of tax of $4,365, was recorded in accumulated other comprehensive income.

The maturity of the Company s long-term debt over each of the next five years ending December 31, is as follows: 2008 - $1,075; 2009 - $1,887; 2010 - $744; 2011 - $712,119; 2012 - $6,229; thereafter $582.

The Company estimates that the fair value of its long-term debt approximates book value.

Note 3 Income Taxes

The components of income before income taxes and the provision for income taxes are as follows:

	Year Ended December 31, 2007		2006		2005	
Income before taxes:						
United States	$	206,922	$	135,904	$	132,715
Foreign		294,062		237,368		175,253
	$	500,984	$	373,272	$	307,968
Current provision:						
United States	$	74,900	$	58,355	$	57,851
Foreign		64,137		54,653		41,230
	$	139,037	$	113,008	$	99,081
Deferred provision:						
United States	$	11,829	$	6,667	$	2,413
Foreign		(3,076)		(2,094)		135
		8,753		4,573		2,548
Total provision for income taxes	$	147,790	$	117,581	$	101,629

At December 31, 2007, the Company had $13,489 and $2,523 of foreign tax loss and credit carryforwards, and state tax credit carryforwards net of federal benefit, respectively, of which $1,990 and $213, respectively, expire or will be refunded at various dates through 2021 and the balance can be carried forward indefinitely.

A valuation allowance of $6,086 and $4,143 at December 31, 2007 and 2006, respectively, has been recorded which relates to the foreign net operating loss carryforwards and state tax credits. The net change in the valuation allowance for deferred tax assets was an increase of $1,943 and $677 in 2007 and 2006, respectively. The net change in the valuation allowance in both 2007 and 2006 was related to foreign net operating loss and foreign and state credit carryforwards.

Differences between the U.S. statutory federal tax rate and the Company s effective income tax rate are analyzed below:

	Year Ended December 31, 2007	2006	2005
U.S. statutory federal tax rate	35.0%	35.0%	35.0%
State and local taxes	1.1	1.5	1.9
Foreign earnings and dividends taxed at different rates	(7.3)	(6.0)	(3.5)
Valuation allowance		.1	
Other	.7	.9	(.4)
Effective tax rate	29.5%	31.5%	33.0%

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The Company s deferred tax assets and liabilities, excluding a valuation allowance, were comprised of the following:

	December 31,			
	2007		2006	
Deferred tax assets relating to:				
Accrued liabilities and reserves	$	18,939	$	11,403
Operating loss and tax credit carryforwards		6,182		5,927
Pensions, net		12,194		29,325
Employee benefits		9,753		6,303
	$	47,068	$	52,958
Deferred tax liabilities relating to:				
Goodwill	$	30,436	$	21,046
Depreciation		1,643		4,232
	$	32,079	$	25,278

On October 22, 2004, the American Jobs Creation Act of 2004 (the Act) was signed into law. Under Internal Revenue Code Section 965, the Act created a temporary incentive for U.S. corporations to repatriate income earned abroad in 2005 by providing an 85% dividends received deduction for certain dividends. The Company applied the provisions of the Act to a portion of its qualifying 2005 repatriations of current year earnings. The amount of earnings that the Company repatriated under the provision was $32,134. The income tax incurred as a result of this repatriation was $1,211. The Company has also applied a provision of the Act that allows a deduction for income from qualified domestic production activities, which will be phased in from 2005 through 2010 and a two-year phase-out of the existing extra-territorial income exclusion (ETI) for foreign sales.

On July 13, 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes . FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements in accordance with FASB Statement No.109, Accounting for Income Taxes and provides guidance on classification and disclosure requirements for tax contingencies. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company adopted the provisions of FIN 48 on January 1, 2007. The total amount of the liability accrued for unrecognized tax benefits as of the adoption date was approximately $30,000 which includes interest and penalties. As a result of the implementation, the Company recognized an increase in the liability for unrecognized tax benefits and a reduction in retained earnings of approximately $200. In addition, the majority of the liability for unrecognized tax benefits was reclassified from accrued income taxes to other long-term liabilities on the accompanying Consolidated Balance Sheets. At December 31, 2007, the amount of the liability for unrecognized tax benefits, which if recognized would impact the effective tax rate, was approximately $33,000. As of December 31, 2007, the Company does not have any tax positions for which management believes it is reasonably possible that the total amounts of unrecognized benefits will significantly increase or decrease within the next twelve months.

A tabular reconciliation of the gross amounts of unrecognized tax benefits excluding interest and penalties at the beginning and end of the year is as follows:

Unrecognized tax benefits as of January 1, 2007	$	26,429
Gross increases and gross decreases for tax positions in prior periods		1,003
Gross increases - current period tax position		5,752
Settlements		(1,677)

Lapse of statute of limitations		(2,095)
Unrecognized tax benefits as of December 31, 2007	$	29,412

The Company includes estimated interest and penalties related to unrecognized tax benefits in the provision for income taxes. During the twelve months ended December 31, 2007, the provision for income taxes included $872 in estimated interest and penalties. As of December 31, 2007, the liability for unrecognized tax benefits included $6,088 for tax-related interest and penalties.

The Company files income tax returns with the U.S., various states as well as foreign jurisdictions. With few exceptions, the Company is subject to income tax examinations by tax authorities for years on or after 2004.

Note 4 Shareholders Equity

The Company has two option plans for employees (the Option Plans), the 1997 Option Plan and the 2000 Option Plan, which was amended in May 2006 to increase the number of shares of common stock reserved for issuance from 16,000,000 to 24,000,000 shares as well as to increase the number of options that may be granted to any one participant from not more than 4,000,000 to not more than 6,000,000 options. The Option Plans authorize the granting of stock options by a committee of the Board of Directors. At December 31, 2007, the maximum number of shares of common stock available for the granting of stock options under the Option Plans was 5,783,380. Options granted under the Option Plans vest ratably over a period of five years and are exercisable over a period of ten years from the date of grant. In addition, shares issued in conjunction with the exercise of stock options under the Option Plans are subject to Management Stockholder Agreements. In 2004, the Company adopted the 2004 Stock Option Plan for Directors of Amphenol Corporation (the Directors Plan). The Directors Plan is administered by the Board of Directors. At December 31, 2007, the maximum number of shares of common stock available for the granting of stock options under the Directors Plan was 320,000. Options granted under the Directors Plan vest ratably over a period of three years and are exercisable over a period of ten years from the date of grant.

Stock option activity for 2005, 2006 and 2007 was as follows (on a post stock split basis):

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at December 31, 2004	14,024,416	$ 10.61	6.51	
Options granted	2,108,800	18.47		
Options exercised	(2,933,924)	8.43		
Options cancelled	(412,280)	11.80		
Options outstanding at December 31, 2005	12,787,012	12.34	6.44	
Options granted	2,275,200	26.82		
Options exercised	(2,035,946)	10.75		
Options cancelled	(110,840)	16.44		
Options outstanding at December 31, 2006	12,915,426	15.11	6.34	
Options granted	2,247,500	34.61		
Options exercised	(3,248,008)	10.79		
Options cancelled	(635,020)	25.45		
Options outstanding at December 31, 2007	11,279,898	19.72	6.55	$ 300,649
Exercisable at December 31, 2007	5,597,947	$ 13.50	4.96	$ 184,019

A summary of the status of the Company s non-vested options as of December 31, 2007 and changes during the year then ended is as follows:

	Options		Weighted Average Fair Value at Grant Date
Non-vested options at December 31, 2006	6,113,430	$	6.31
Options granted	2,247,500		10.98(1)
Options vested	(2,043,959)		5.46
Options cancelled	(635,020)		8.26
Non-vested options at December 31, 2007	5,681,951	$	8.24

(1) The weighted-average fair value at grant date of options granted during 2006 and 2005 were $9.20 and $5.35, respectively.

During the years ended December 31, 2007 and 2006, the following activity occurred under our plans:

	2007	2006
Total intrinsic value of stock options exercised	$ 86,530	$ 39,471
Total fair value of stock awards vested	11,151	9,573

On December 31, 2007 the total compensation cost related to non-vested options not yet recognized is approximately $36,032, with a weighted average expected amortization period of 3.60 years.

On January 19, 2005, the Company announced that it would commence payment of quarterly dividend on its common stock of $.015 per share. The Company paid its fourth quarterly dividend in the amount of $2,715 or $.015 per share on January 2, 2008 to shareholders of record as of December 12, 2007. Cumulative dividends declared during 2007 were $10,734. Total dividends paid in 2007 were $10,710 including those declared in 2006 and paid in 2007.

Balances of related after-tax components comprising accumulated other comprehensive loss included in shareholders equity at December 31, 2005, 2006 and 2007, are as follows:

	Foreign Currency Translation Adjustment	Revaluation of Interest Rate Derivatives	Defined Benefit Plan Liability Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2005	$ 5,986	$ 1,447	$ (62,511)	$ (55,078)
Translation adjustments	(11,956)			(11,956)
Revaluation of interest rate derivatives, net of tax of $1,148		(297)		(297)
Minimum pension liability adjustment, net of tax of $6,020			(10,411)	(10,411)
Balance at December 31, 2005	(5,970)	1,150	(72,922)	(77,742)
Translation adjustments	16,829			16,829
Revaluation of interest rate derivatives, net of tax of $1,176		1,894		1,894
Adjustment to initially apply SFAS 158, net of tax of$11,868			(19,282)	(19,282)
Defined benefit plan liability adjustment, net of tax of $1,713			(2,783)	(2,783)
Balance at December 31, 2006	10,859	3,044	(94,987)	(81,084)
Translation adjustments	26,078			26,078
Revaluation of interest rate derivatives, net of tax of $6,209		(10,070)		(10,070)
Defined benefit plan liability adjustment, net of tax of $12,712			21,432	21,432
Balance at December 31, 2007	$ 36,937	$ (7,026)	$ (73,555)	$ (43,644)

Note 5 Earnings Per Share

Basic earning per share (EPS) is computed by dividing net income by the weighted-average number of common shares outstanding. Diluted EPS is computed by dividing net income by the weighted-average number of common shares and dilutive common shares outstanding, which includes stock options. A reconciliation of the basic average common shares outstanding to diluted average common shares outstanding as of December 31 is as follows (dollars in thousands):

	2007		2006		2005	
Net income	$	353,194	$	255,691	$	206,339
Basic average common shares outstanding		178,453,249		178,927,644		177,103,260
Effect of dilutive stock options		4,050,720		4,419,682		3,840,214
Dilutive average common shares outstanding		182,503,969		183,347,326		180,943,474
Earnings per share:						
Basic	$	1.98	$	1.43	$	1.17
Dilutive	$	1.94	$	1.39	$	1.14

Excluded from the computations above were anti-dilutive shares of nil, 2.2 million and nil for the years ended December 31, 2007, 2006 and 2005, respectively.

Note 6 Benefit Plans and Other Postretirement Benefits

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement No. 158 (SFAS), *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans - an amendment of FASB Statements No. 87, 88, 106, and 132(R) . SFAS 158* requires employers to fully recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in its balance sheet. The pension asset or liability under SFAS 158 is equal to the difference between the fair value of the plan s assets and its projected benefit obligation for pension plans and the accumulated postretirement benefit obligation for other postretirement plans. Prior guidance required the liability to be measured as the accumulated benefit obligation. In addition, this statement requires an employer to measure the funded status of a plan as of the date of its year-end balance sheet, with limited exceptions. SFAS 158 also requires entities to disclose in the notes to financial statements additional information about certain effects on net periodic benefit cost for the next fiscal year that arise from delayed recognition of the gains or losses, prior service costs or credits, and transition asset or obligation. The statement was effective for years ending after December 15, 2006 except for the requirement to measure plan assets and benefit obligations as of the date of the employer s fiscal year-end balance sheet which is effective for fiscal years ending after December 15, 2008. SFAS 158 had the effect of increasing the Company s accrued benefit obligation and other comprehensive income, net of deferred tax assets, by approximately $31,100 and $19,282, respectively, at December 31, 2006 and did not have any impact on the Company s Consolidated Statement of Income.

In accordance with the provisions of FAS No. 87 (prior to the implementation of SFAS 158 as discussed above), the Company recognized a minimum pension liability at December 31, 2005 of $128,449 for circumstances in which a pension plan s accumulated benefit obligation exceeded the fair value of the plan s assets and accrued pension liability. Such liability was partially offset by an intangible asset equal to the unrecognized prior service cost, with the net change of $10,411 at December 31, 2005, recorded as a reduction in shareholders equity, net of related deferred tax benefits. In accordance with the provisions of SFAS 158, this intangible asset was eliminated upon adoption at December 31, 2006.

The Company and certain of its domestic subsidiaries have a defined benefit pension plan (U.S. Plan) covering their U.S. employees. U.S. Plan benefits are generally based on years of service and compensation and are generally noncontributory. Certain foreign subsidiaries have defined benefit plans covering their employees. Certain U.S. employees not covered by the U.S. Plan are covered by defined contribution plans. The following is a summary of the Company s defined benefit plans funded status as of the most recent actuarial valuations; for each year presented below accumulated benefits exceed assets:

	December 31, 2007	December 31, 2006
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 394,644	$ 357,844
Service cost	8,306	9,740
Interest cost	21,306	18,804
Plan participants contributions	392	492
Plan amendments	5,914	2,187
Actuarial (gain) loss	(30,430)	19,142
Settlements & curtailments		(5,133)
Foreign exchange translation	8,440	10,941
Benefits paid	(20,019)	(19,373)
Benefit obligation at end of year	388,553	394,644
Change in plan assets:		
Fair value of plan assets at beginning of year	271,581	232,696
Actual return on plan assets	23,020	32,760
Employer contributions	22,463	18,447
Plan participants contributions	392	492
Foreign exchange translation	2,184	5,006
Benefits paid	(18,059)	(17,820)
Fair value of plan assets at end of year	301,581	271,581
Accrued benefit obligation	$ 86,972	$ 123,063

	Year Ended December 31, 2007	2006	2005
Components of net pension expense:			
Service cost	$ 8,306	$ 9,740	$ 8,219
Interest cost	21,306	18,804	18,237
Expected return on plan assets	(23,020)	(22,491)	(21,251)
Net amortization of actuarial losses	9,479	10,974	8,328
Net pension expense	$ 16,071	$ 17,027	$ 13,533

	Weighted-average assumptions used to determine benefit obligations at December 31, Pension Benefits 2007	Pension Benefits 2006	Other Benefits 2007	Other Benefits 2006
Discount rate:				
U.S. plans	6.25%	5.75%	6.25%	5.75%

International plans	5.57%	4.67%	n/a	n/a
Expected long-term return on assets				
U.S plans	9.25%	9.50%	n/a	n/a
International plans	8.11%	8.17%	n/a	n/a
Rate of compensation increase:				
U.S. plans	3.00%	3.00%	n/a	n/a
International plans	2.61%	2.68%	n/a	n/a

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	Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31,			
	Pension Benefits		Other Benefits	
	2007	2006	2007	2006
Discount rate:				
U.S. plans	5.75%	5.50%	5.75%	5.50%
International plans	4.67%	4.46%	n/a	n/a
Expected long-term return on assets:				
U.S. plans	9.50%	9.50%	n/a	n/a
International plans	8.17%	8.32%	n/a	n/a
Rate of compensation increase:				
U.S. plans	3.00%	3.00%	n/a	n/a
International plans	2.68%	2.62%	n/a	n/a

The pension expense for U.S. and foreign plans (the Plans) is calculated based upon a number of actuarial assumptions established on January 1 of the applicable year, detailed in the table above, including a weighted-average discount rate, rate of increase in future compensation levels and an expected long-term rate of return on the Plans assets. The discount rate used by the Company for valuing pension liabilities is based on a review of high quality corporate bond yields with maturities approximating the remaining life of the projected benefit obligations. The Company s U.S. Plan comprised the majority of the accrued benefit obligation, pension assets and pension expense. The discount rate for the U.S. Plan has increased from 5.75% at December 31, 2006 to 6.25% at December 31, 2007. This will have the effect of decreasing pension expense in 2008 by approximately $2,200. Although future changes to the discount rate are unknown, had the discount rate increased or decreased 50 basis points, the accrued benefit obligation would have decreased $14,400 or increased $15,000, respectively.

Effective January 1, 2007, the Company effected a curtailment related to the U.S. Plan which resulted in no additional benefits being credited to salaried employees who had less than 25 years service with the Company, or who had not attained age 50 and who had less than 15 years of service with the Company. This change had the impact of decreasing the unfunded pension liability by approximately $5,100 at December 31, 2006 and had the effect of decreasing pension expense during 2007 by approximately $2,900. For affected employees, the curtailment in additional U.S. Plan benefits was replaced with a Company match defined contribution plan to which the Company contributed approximately $1,700 in 2007.

The pension expense is calculated based upon a number of actuarial assumptions established on January 1 of the applicable year, including an expected long-term rate of return on U.S. Plan assets. In developing the expected long-term rate of return assumption for the U.S. Plan, the Company evaluated input from our actuaries and investment consultants as well as long-term inflation assumptions. Projected returns by such consultants are based on broad equity and bond indices. The Company also considered our historical eighteen-year compounded return of 11.5%, which has been in excess of these broad equity and bond benchmark indices. The expected long-term rate of return on the U.S. Plan assets is based on an asset allocation assumption of 60% with equity managers, with an expected long-term rate of return of 10.65%; 25% with fixed income managers, with an expected long-term rate of return of 6.75% and 15% with high yield bond managers, with an expected rate of return of 8%. As of December 31, 2007, the asset allocation was 62% with equity managers and 31% with fixed income managers, including high yield managers and 7% in cash. The Company believes that its long-term asset allocation on average will approximate 60% with equity managers and 40% with fixed income managers. The Company regularly reviews the actual asset allocation and periodically rebalances its investments to its targeted allocation when considered appropriate. Based on this methodology the Company s expected long-term rate of return assumption to determine the accrued benefit obligation at December 31, 2007 and 2006 is 9.25% and 9.5%, respectively. The Company has also adopted an unfunded Supplemental Employee Retirement Plan (SERP), which provides for the payment of the portion of annual pension which cannot be paid from the retirement plan as a result of regulatory limitations on average compensation for purposes of the benefit computation. The largest non-U.S. pension plan, in accordance with local custom, is unfunded and had a projected benefit obligation of approximately $51,000 and $52,000 at December 31, 2007 and 2006, respectively. Such obligation is included in the accompanying Consolidated Balance Sheets and the tables above.

The Company made cash contributions to the U.S. Plan of $20,000 and $15,000 in 2007 and 2006, respectively and the U.S. Plan made benefit payments of $15,800 and $15,400 in 2007 and 2006, respectively. The liability for accrued pension and post employment benefit obligations under the Plans decreased in 2007 to $101,804 from $138,312 in 2006 primarily due to the cash contributions made to the Plans in 2007 as well as higher discount rate assumptions used to calculate the projected benefit obligation at December 31, 2007 offset by the foreign currency translation effect of the foreign pension plans. The Company estimates that, based on current actuarial calculations, it will make a voluntary cash contribution to the U.S. Plan in 2008 of approximately $10,000 to $20,000. Cash contributions in subsequent years will depend on a number of factors including the investment performance of the U.S. Plan assets and the impact of the Pension Protection Act of 2006 which was signed into law in August 2006. The intent of the legislation is to require companies to fund 100% of their pension liability; and then for companies to fund, on a going-forward basis, an amount generally estimated to be the amount that the pension liability increases each year due to an additional year of service by the employees eligible for pension benefits. The legislation requires that funding shortfalls be eliminated by companies over a seven-year period, beginning in 2008. The Pension Protection Act also extended the provisions of the Pension Funding Equity Act that would have expired in 2006 had the Pension Protection Act not been enacted, which increased the allowed discount rate used to calculate the pension liability. The Pension Protection Act is effective for plan years beginning after 2007 and the Company does not believe it will have a material impact on its consolidated results.

The Company offers various defined contribution plans for U.S. and foreign employees. Participation in these plans is based on certain eligibility requirements. Effective January 1, 2007, in conjunction with the curtailment of certain additional U.S. Pension Plan benefits for salaried employees described above, the Company began matching the majority of employee contributions to the U.S. defined contribution plans with cash contributions up to a maximum of 5% of eligible compensation. The Company provided matching contributions of approximately $1,700 for the year ended December 31, 2007.

The Company maintains self-insurance programs for that portion of its health care and workers compensation costs not covered by insurance. The Company also provides certain health care and life insurance benefits to certain eligible retirees through postretirement benefit programs. The Company s share of the cost of such plans for most participants is fixed, and any increase in the cost of such plans will be the responsibility of the retirees. The Company funds the benefit costs for such plans on a pay-as-you-go basis. Since the Company s obligation for postretirement medical plans is fixed and since the accumulated postretirement benefit obligation (APBO) and the net postretirement benefit expense are not material in relation to the Company s financial condition or results of operations, the Company believes any change in medical costs from that estimated will not have a significant impact on the Company. The implementation of SFAS 158 required the Company to record the underfunded status of its postretirement plan at December 31, 2006 as measured by the APBO. The discount rate used in determining the APBO at December 31, 2007 and 2006 was 6.25% and 5.75%, respectively. Summary information on the Company s postretirement medical plans is as follows:

	December 31,	
	2007	**2006**
Change in benefit obligation:		
Accrued benefit obligation at beginning of year	$15,249	$14,022
Service cost	178	134
Interest cost	864	745
Paid benefits and expenses	(1,405)	(1,619)
Actuarial loss	(54)	1,967
Accrued benefit obligation at end of year	$14,832	$15,249

	Year ended December 31,		
	2007	**2006**	**2005**
Components of net postretirement benefit cost:			
Service cost	$178	$134	$114
Interest cost	864	745	786
Amortization of transition obligation	62	62	62
Net amortization of actuarial losses	1,151	1,069	1,079
Net postretirement benefit cost	$2,255	$2,010	$2,041

Note 7 Leases

At December 31, 2007, the Company was committed under operating leases which expire at various dates. Total rent expense under operating leases for the years 2007, 2006, and 2005 was $25,176, $23,441 and $19,257, respectively.

Minimum lease payments under non-cancelable operating leases are as follows:

2008	$	20,691
2009		15,549
2010		12,841
2011		8,254
2012		5,741
Beyond 2012		7,351
Total minimum obligation	$	70,427

Note 8 TCS Acquisition

On December 1, 2005, pursuant to an Asset and Stock Purchase Agreement dated October 10, 2005 (the Asset Purchase Agreement) by and among Amphenol Corporation (the Company) and Teradyne, Inc., a Massachusetts corporation (Teradyne), The Company purchased substantially all of the assets and assumed certain of the liabilities of Teradyne s backplane and connection systems business segment (TCS), including the stock of certain of its operating subsidiaries for a total purchase price of approximately $384,700 in cash including purchase price adjustments of $5,300. In addition, Amphenol incurred approximately $8,800 of transaction related expenses. The accompanying Consolidated Statement of Income for the year ended December 31, 2005 includes the results of TCS for the period subsequent to the acquisition date; sales of approximately $34,000 and minimal net income resulting in no impact to 2005 consolidated net earnings per share. TCS results are reflected for the full year 2006.

TCS is headquartered in Nashua, New Hampshire and is a leading supplier of high-speed, high-density, printed circuit board interconnect products. TCS sells its products primarily to the data communications, storage and server markets, wireless infrastructure markets and industrial markets. TCS had total sales of $373,000 for the year ended December 31, 2005.

The acquisition was accounted for using the purchase method of accounting in accordance with SFAS No. 141, Business Combinations . Accordingly, the purchase price was allocated first to the tangible and identifiable intangible assets and then to the liabilities of TCS based upon their fair market values. The excess purchase price over the fair market value of the underlying net assets acquired was allocated to goodwill.

The following table summarizes the unaudited pro forma combined condensed financial information assuming that the TCS acquisition actually occurred as of the beginning of the period presented. On a pro forma basis for the year ended December 31, 2005, TCS had sales and operating income of $373,000 and $6,700, respectively. Such amounts along with $22,200 of additional pro forma interest expense and related bank fees on borrowings to fund the acquisition are reflected in the pro forma amounts shown below. The pro forma adjustments are based upon available information and reflect a reasonable estimate of the effects of the TCS acquisition for the periods presented on the basis set forth herein. The unaudited pro forma financial information is presented for informational purposes only and does not purport to represent what the Company s financial position or results of operations would have been had the TCS acquisition in fact occurred on the dates assumed, nor is it necessarily indicative of the results that may be expected in future periods.

	For The Year Ended December 31, 2005	
Net sales	$	2,146,286
Operating income		347,301
Net income		195,675
Net income per common share - Basic	$	1.10
Net income per common share - Diluted		1.08

Note 9 Goodwill and Other Intangible Assets

As of December 31, 2007, the Company has goodwill totaling $1,091,828 of which $1,018,279 related to the Interconnect Products and Assemblies segment with the remainder related to the Cable Products segment. In 2007, goodwill increased by $165,586 primarily as a result of three acquisitions as well as the purchase of the remaining 30% interest of one of the Company s foreign subsidiaries with an aggregate acquisition price of approximately $185,200 less the fair value of net assets acquired of $44,100. The increase in goodwill is also attributable to the payment of and the recording of liabilities for performance-based additional cash consideration of approximately $24,600. The increase in goodwill was related to the interconnect product and assemblies segment. The Company is in the process of completing its analysis of fair value attributes of the assets acquired related to its 2007 acquisitions and anticipates that the final assessment of values will not differ materially from the preliminary assessment.

The Company does not have any intangible assets not subject to amortization other than goodwill. As of December 31, 2007, the Company has acquired amortizable intangible assets with a total gross carrying amount of $53,539 of which $30,700, $9,500 and $6,000 relate to proprietary technology, customer relationships and license agreements, respectively, with the remainder relating to other amortizable intangible assets. The accumulated amortization related to these intangibles as of December 31, 2007 totaled $14,809 of which $4,226, $3,957 and $1,593 relate to proprietary technology, customer relationships and license agreements, respectively, with the remainder relating to other amortizable intangible assets. The acquired intangible assets have a total weighted-average useful life of approximately 12 years. The license agreements, proprietary technology and customer relationships have a weighted-average useful life of 8 years, 15 years and 5 years, respectively. The aggregate amortization expense for the year ended December 31, 2007 was approximately $5,500 and amortization expense estimated for each of the next three fiscal years is approximately $5,100 and $3,000 for the following two years.

Note 10 Reportable Business Segments and International Operations

The Company has two reportable business segments: (i) interconnect products and assemblies and (ii) cable products. The interconnect products and assemblies segment produces connectors and connector assemblies primarily for the communications, aerospace, industrial and automotive markets. The cable products segment produces coaxial and flat ribbon cable and related products primarily for communication markets, including cable television. The accounting policies of the segments are the same as those for the Company as a whole and are described in Note 1 herein. The Company evaluates the performance of business units on, among other things, profit or loss from operations before interest expense, headquarters expense allocations, stock-based compensation expense, income taxes and nonrecurring gains and losses.

	Interconnect products and assemblies			**Cable products**			**Total**		
	2007	**2006**	**2005**	**2007**	**2006**	**2005**	**2007**	**2006**	**2005**
Net sales									
external	$ 2,569,281	$ 2,207,508	$ 1,592,439	281,760	$ 263,922	$ 215,708	$ 2,851,041	$ 2,471,430	$ 1,808,147
intersegment	3,901	3,875	2,755	14,780	16,892	15,635	18,681	20,767	18,390
Depreciation and amortization	75,554	65,958	43,945	5,446	6,023	6,216	81,000	71,981	50,161
Segment operating income	558,646	450,257	339,458	34,864	31,007	25,809	593,510	481,264	365,267
Segment assets	1,366,234	1,053,711	880,555	86,388	86,162	77,004	1,452,622	1,139,873	957,559
Additions to property, plant	100,672	79,866	55,002	2,889	1,788	1,671	103,561	81,654	56,673

and equipment									

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Reconciliation of segment operating income to consolidated income before taxes:

	2007	2006	2005
Segment operating income	$ 593,510	$ 481,264	$ 365,267
Interest expense	(36,876)	(38,799)	(24,090)
Other expenses, net	(43,206)	(38,728)	(30,811)
Stock-based compensation expense	(12,444)	(9,718)	
Casualty loss related to flood		(20,747)	
Expense for early extinguishment of debt			(2,398)
Consolidated income before income taxes	$ 500,984	$ 373,272	$ 307,968

Reconciliation of segment assets to consolidated total assets:

	2007	2006	2005
Segment assets	$ 1,452,622	$ 1,139,873	$ 957,559
Goodwill	1,091,828	926,242	886,720
Other assets	131,283	129,282	88,261
Consolidated total assets	$ 2,675,733	$ 2,195,397	$ 1,932,540

Geographic information:

	Net sales			Land and depreciable assets	
	2007	2006	2005	2007	2006
United States	$ 1,155,846	$ 1,059,974	$ 802,351	$ 108,223	$ 99,532
China	382,489	264,972	159,289	72,489	50,792
Other International Locations	1,312,706	1,146,484	846,507	135,482	123,819
Total	$ 2,851,041	$ 2,471,430	$ 1,808,147	$ 316,194	$ 274,143

Revenues by geographic area are based on the customer location to which the product is shipped.

Note 11 Casualty loss related to flood

The Company incurred damage at its Sidney, New York manufacturing facility as a result of severe and sudden flooding during the period from June 28 through July 1, 2006. For the year ended December 31, 2006, the Company recorded charges of $20,747 for recovery and clean up expenses and property related damage, net of insurance and grant recoveries. The Sidney facility had limited manufacturing and sales activity for the period from June 28 to July 14, 2006 but the plant was substantially back to full production at the end of the third quarter of 2006.

Note 12 Other Expenses, net

Other income (expense) is comprised as follows:

	Year Ended December 31,		
	2007	**2006**	**2005**
Program fees on sale of accounts receivable	$(5,191)	$(5,018)	$(3,751)
Minority interests	(10,518)	(6,001)	(4,084)
Agency and commitment fees	(1,820)	(2,057)	(1,505)
Interest income	2,744	709	367
Other	(213)	(154)	102
	$(14,998)	$(12,521)	$(8,871)

Note 13 Commitments and Contingencies

In the course of pursuing its normal business activities, the Company is involved in various legal proceedings and claims. Management does not expect that amounts, if any, which may be required to be paid by reason of such proceedings or claims will have a material effect on the Company s consolidated financial position or results of operations.

Certain operations of the Company are subject to federal, state and local environmental laws and regulations which govern the discharge of pollutants into the air and water, as well as the handling and disposal of solid and hazardous wastes. The Company believes that its operations are currently in substantial compliance with all applicable environmental laws and regulations and that the costs of continuing compliance will not have a material effect on the Company s financial condition or results of operations.

Subsequent to the acquisition of Amphenol from Allied Signal Corporation (Allied Signal) in 1987 (Allied Signal merged with Honeywell International Inc. in December 1999 (Honeywell)), Amphenol and Honeywell were named jointly and severally liable as potentially responsible parties in relation to several environmental cleanup sites. Amphenol and Honeywell jointly consented to perform certain investigations and remedial and monitoring activities at two sites, the Route 8 landfill and the Richardson Hill Road landfill, and they were jointly ordered to perform work at another site, the Sidney landfill. The costs incurred relating to these three sites are currently reimbursed by Honeywell based on an agreement (the Honeywell Agreement) entered into in connection with the acquisition in 1987. For sites covered by the Honeywell Agreement, to the extent that conditions or circumstances occurred or existed at the time of or prior to the acquisition, Honeywell is obligated to reimburse Amphenol 100% of such costs. Honeywell representatives continue to work closely with the Company in addressing the most significant environmental liabilities covered by the Honeywell Agreement. Management does not believe that the costs associated with resolution of these or any other environmental matters will have a material adverse effect on the Company s financial condition or results of operations. The environmental investigation, remedial and monitoring activities identified by the Company, including those referred to above, are covered under the Honeywell Agreement.

Note 14 Selected Quarterly Financial Data (Unaudited)

	Three Months Ended			
	March 31	**June 30**	**September 30**	**December 31**
2007				
Net sales	$ 651,084	$ 688,836	$ 733,851	$ 777,270
Gross profit	210,568	225,624	239,142	254,807
Operating income	122,597	133,413	143,350	153,498
Net income	77,704	83,996	91,501	99,993
Net income per share Basic	.44	.47	.51	.56
Net income per share Diluted	.43	.46	.50	.55
Stock price High	34.06	36.63	40.11	47.16
Low	30.75	32.80	33.28	39.49
2006				
Net sales	$ 568,991	$ 606,598	$ 636,418	$ 659,423
Gross profit	179,815	192,700	201,734	213,931
Operating income	98,391	93,010(1)	108,557(1)	124,634
Net income	57,274	53,341(1)	66,699(1)	78,377
Net income per share Basic(2)	.32	.30(1)	.37(1)	.44
Net income per share Diluted(2)	.31	.29(1)	.36(1)	.43
Stock price High(2)	26.25	30.81	32.20	35.25
Low(2)	21.94	24.67	25.15	30.44
2005				
Net sales	$ 409,395	$ 443,642	$ 446,995	$ 508,115
Gross profit	136,222	149,776	149,802	164,654
Operating income	77,333	86,046	86,089	93,859
Net income	46,376	52,056	52,089	55,818
Net income per share Basic(2)	.26	.29	.29	.31
Net income per share Diluted(2)	.26	.29	.29	.31
Stock price High(2)	20.97	21.60	23.10	22.56
Low(2)	16.62	17.90	18.29	19.19

(1) Includes a one-time charge for expenses incurred in connection with a flood at the Company s Sidney, New York facility of $15,000 and $5,747, or $.06 and $.02, per diluted share after taxes during the second and third quarter of 2006, respectively.

(2) All information has been updated to reflect the 2 for 1 stock split in March 2007.

Item 9. Changes in and Disagreements with Independent Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Under the supervision and with the participation of the Company s management, including the Company s Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of December 31, 2007. Based on their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and such information is accumulated and communicated to management, including the Company s principal executive and financial officers, to allow timely decisions regarding required disclosure. There has been no change in the Company s internal controls over financial reporting during its most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

Management Report on Internal Control

Management is responsible for establishing and maintaining adequate internal control over financial reporting of Amphenol Corporation and Subsidiaries (the Company). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of the internal control over financial reporting based on the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework. Based on that evaluation, management concluded that the Company s internal control over financial reporting was effective as of December 31, 2007.

Deloitte and Touche LLP has audited the Company s internal control over financial reporting as of December 31, 2007 in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB). Those standards require that Deloitte and Touche LLP plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Deloitte and Touche LLP has issued an unqualified report stating the Company has maintained effective internal control over financial reporting as of December 31, 2007.

February 22, 2008

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Pursuant to Instruction G(3) to Form 10-K, the information required by Item 10 with respect to the Directors of the Registrant is incorporated by reference from the Company s definitive proxy statement which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Pursuant to Instruction G(3) to Form 10-K, the information required by Item 10 with respect to the Executive Officers of the Registrant is incorporated by reference from the Company s definitive proxy statement which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Information regarding the Company s Code of Business Conduct and Ethics is available on the Company s website, www.amphenol.com. In addition a copy may be requested by writing to the Company s World Headquarters at:

358 Hall Avenue
P.O. Box 5030
Wallingford, CT 06492

Item 11. Executive Compensation

Pursuant to Instruction G(3) to Form 10-K, the information required in Item 11 is incorporated by reference from the Company s definitive proxy statement which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Pursuant to Instruction G(3) to Form 10-K, the information required in Item 12 is incorporated by reference from the Company s definitive proxy statement which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Item 13. Certain Relationships, Related Transactions and Director Independence

Pursuant to Instruction G(3) to Form 10-K, the information required in Item 13 is incorporated by reference from the Company s definitive proxy statement which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Item 14. Principal Accountant Fees and Services

Pursuant to Instruction G(3) to Form 10-K, the information required in Item 14 is incorporated by reference from the Company s definitive proxy statement which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Consolidated Financial Statements

(a)(2) Financial Statement Schedules for the Three Years Ended December 31, 2007

Schedules other than the above have been omitted because they are either not applicable or the required information has been disclosed in the consolidated financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm on Schedule

To the Board of Directors and
Shareholders of Amphenol Corporation
Wallingford, Connecticut

We have audited the consolidated financial statements of Amphenol Corporation and subsidiaries (the Company) as of December 31, 2007 and 2006, and for each of the three years in the period ended December 31, 2007, and the Company s internal control over financial reporting as of December 31, 2007, and have issued our report thereon dated February 22, 2008; such consolidated financial statements and report are included elsewhere in this Form 10-K. Our audits also included the consolidated financial statement schedule of the Company listed in Item 15. This consolidated financial statement schedule is the responsibility of the Company s management. Our responsibility is to express an opinion based on our audits. In our opinion, such consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ Deloitte & Touche LLP

Hartford, Connecticut
February 22, 2008

SCHEDULE II
AMPHENOL CORPORATION AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
For the years ended December 31, 2007, 2006 and 2005
(Dollars in thousands)

	Balance at beginning of period	Charged to cost and expenses	Acquisitions	Deductions	Balance at end of period
2007 Allowance for doubtful accounts	$ 14,677	$ 371	$ 418	$ (2,998)	$ 12,468
2006 Allowance for doubtful accounts	$ 11,162	$ 5,939	$ 57	$ (2,481)	$ 14,677
2005 Allowance for doubtful accounts	$ 8,666	$ 2,327	$ 1,855	$ (1,686)	$ 11,162

Signatures

Pursuant to the requirements of Section 13 or 15d of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Wallingford, State of Connecticut on the 26th day of February 2008.

AMPHENOL CORPORATION

/s/ Martin H. Loeffler

Martin H. Loeffler
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and as of the date indicated below.

Signature	Title	Date
/s/ Martin H. Loeffler Martin H. Loeffler	Chairman and Chief Executive Officer (Principal Executive Officer)	February 26, 2008
/s/ Diana G. Reardon Diana G. Reardon	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 26, 2008
/s/ Ronald P. Badie Ronald P. Badie	Director	February 26, 2008
/s/ Stanley L. Clark Stanley L. Clark	Director	February 26, 2008
/s/ Edward G. Jepsen Edward G. Jepsen	Director	February 26, 2008
/s/ Andrew E. Lietz Andrew E. Lietz	Director	February 26, 2008
/s/ John R. Lord John R. Lord	Director	February 26, 2008
/s/ Dean H. Secord Dean H. Secord	Director	February 26, 2008

Explanation of Responses:

(a)(3) Listing of Exhibits

3.1	By-Laws of the Company as of May 19, 1997 NXS Acquisition Corp. By-Laws (filed as Exhibit 3.2 to the June 30, 1997 10-Q).*
3.2	Amended and Restated Certificate of Incorporation, dated April 24, 2000 (filed as Exhibit 3.1 to the April 28, 2000 Form 8-K).*
3.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation, dated May 26, 2004 (filed as Exhibit 3.1 to the June 30, 2004 10-Q).*
3.4	Certificate of Amendment of Amended and Restated Certificate of Incorporation, dated May 23, 2007.**
10.1	Amended and Restated Receivables Purchase Agreement dated as of May 19, 1997 among Amphenol Funding Corp., the Company, Pooled Accounts Receivable Capital Corporation and Nesbitt Burns Securities, Inc., as Agent (filed as Exhibit 10.1 to the June 30, 1997 10-Q).*
10.2	First Amendment to Amended and Restated Receivables Purchase Agreement dated as of September 26, 1997 (filed as Exhibit 10.20 to the September 30, 1997 10-Q).*
10.3	Canadian Purchase and Sale Agreement dated as of September 26, 1997 among Amphenol Canada Corp., Amphenol Funding Corp. and Amphenol Corporation, individually and as the initial servicer (filed as Exhibit 10.21 to the September 30, 1997 10-Q).*
10.4	Second Amendment to Amended and Restated Receivables Purchase Agreement dated as of June 30, 2000 (filed as Exhibit 10.27 to the June 30, 2000 10-Q).*
10.5	Third Amendment to Amended and Restated Receivables Purchase Agreement dated as of June 28, 2001 (filed as Exhibit 10.27 to the September 30, 2001 10-Q).*
10.6	Fourth Amendment to Amended and Restated Receivables Purchase Agreement dated as of September 30, 2001 (filed as Exhibit 10.28 to the September 30, 2001 10-Q).*
10.7	Fifth Amendment to Amended and Restated Receivables Purchase Agreement dated as of May 19, 2004 (filed as Exhibit 10.6 to the June 30, 2004 10-Q).*
10.8	Sixth Amendment to Amended and Restated Receivables Purchase Agreement dated as of June 18, 2004 (filed as Exhibit 10.7 to the June 30, 2004 10-Q).*
10.9	Seventh Amendment to Amended and Restated Receivables Purchase Agreement dated as of June 18, 2004 (filed as Exhibit 10.8 to the June 30, 2004 10-Q).*
10.10	Receivables Purchase Agreement dated as of July 31, 2006 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent (filed as Exhibit 10.10 to the June 30, 2006 10-Q).*
10.11	Amended and Restated Purchase and Sale Agreement dated as of May 19, 1997 among the Originators named therein, Amphenol Funding Corp. and the Company (filed as Exhibit 10.2 to the June 30, 1997 10-Q).*
10.12	First Amendment to Amended and Restated Purchase and Sale Agreement dated as of June 18, 2004 (filed as Exhibit 10.10 to the June 30, 2004 10-Q).*
10.13	Purchase and Sales Agreement dated as of July 31, 2006 among the Originators named therein, Amphenol Funding Corp. and the Company (filed as Exhibit 10.13 to the June 30, 2006 10-Q).*
10.14	1997 Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.16 to the June 30, 1997 10-Q).*
10.15	Amended 1997 Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.19 to the June 30, 1998 10-Q).*
10.16	2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.30 to the June 30, 2001 10-Q).*
10.17	Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.2 to the March 31, 2004 10-Q).*
10.18	Second Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.35 to the June 30, 2004 10-Q).*
10.19	Third Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.19 to the June 30, 2006 10-Q).*
10.20	Fourth Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.20 to the June 30, 2007 10-Q).*
10.21	Form of 1997 Management Stockholders Agreement (filed as Exhibit 10.50 to the December 31, 2004 10-K).*
10.22	Form of 1997 Non-Qualified Stock Option Agreement (filed as Exhibit 10.51 to the December 31, 2004 10-K).*
10.23	Form of 2000 Management Stockholders Agreement (filed as Exhibit 10.53 to the December 31, 2004 10-K).*

10.24 Form of 2000 Management Stockholders Agreement as of May 24, 2006 (filed as Exhibit 10.24 to the June 30, 2006 10-Q).*
10.25 Form of 2000 Management Stockholders Agreement as of May 24, 2007 (filed as Exhibit 10.25 to the June 30, 2007 10-Q).*
10.26 Form of 2000 Non-Qualified Stock Option Agreement (filed as Exhibit 10.54 to the December 31, 2004 10-K).*
10.27 Form of 2000 Non-Qualified Stock Option Agreement as of May 24, 2006 (filed as Exhibit 10.26 to the June 30, 2006 10-Q).*
10.28 Form of 2000 Non-Qualified Stock Option Grant Agreement Amended as of May 24, 2007 (filed as Exhibit 10.28 to the June 30, 2007 10-Q).*
10.29 Form of 2000 Sale Participation Agreement (filed as Exhibit 10.55 to the December 31, 2004 10-K).*
10.30 Management Agreement between the Company and Martin H. Loeffler, dated July 28, 1987 (filed as Exhibit 10.7 to the 1987 Registration Statement).*
10.31 Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.7 to the December 31, 2001 10-K).*
10.32 First Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.42 to the December 31, 2006 10-K).*
10.33 Second Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.43 to the December 31, 2006 10-K).*
10.34 Third Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.44 to the December 31, 2006 10-K).*
10.35 Fourth Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002(filed as Exhibit 10.45 to the December 31, 2006 10-K).*
10.36 Fifth Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.46 to the December 31, 2006 10-K).*
10.37 Sixth Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.47 to the December 31, 2006 10-K).*
10.38 Seventh Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002.**
10.39 Amphenol Corporation Supplemental Employee Retirement Plan formally adopted effective January 25, 1996 (filed as Exhibit 10.18 to the 1996 10-K).*
10.40 First Amendment (2000-1) to the Amphenol Corporation Supplemental Employee Retirement plan (filed as Exhibit 10.18 to the September 30, 2004 10-Q).*
10.41 Second Amendment (2004-1) to the Amphenol Corporation Supplemental Employee Retirement Plan (filed as Exhibit 10.19 to the September 30, 2004 10-Q).*
10.42 Third Amendment (2006-1) to the Amphenol Corporation Supplemental Employee Retirement Plan (filed as Exhibit 10.51 to the December 31, 2006 10-K).*
10.43 Amphenol Corporation Directors Deferred Compensation Plan (filed as Exhibit 10.11 to the December 31, 1997 10-K).*
10.44 The 2004 Stock Option Plan for Directors of Amphenol Corporation (filed as Exhibit 10.44 to the June 30, 2004 10-Q).*
10.45 2005 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.56 to the March 31, 2005 10-Q).*
10.46 2006 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.48 to the December 31, 2005 10-K).*
10.47 2007 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.46 to the June 30, 2007 10-Q).*
10.48 Credit Agreement, dated as of July 15, 2005, among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Bank of America, N.A. acting as the administrative agent (filed as an Exhibit to the Form 8-K filed on July 20, 2005).*
10.49 First Amendment to Credit Agreement dated as of December 14, 2005 among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Bank of America, N.A. acting as the administrative agent (filed as Exhibit 10.45 to the March 31, 2007 10Q).*
10.50 Second Amendment to Credit Agreement dated as of August 1, 2006 among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Bank of America, N.A. acting as the administrative agent (filed as Exhibit 10.55 to the June 30, 2006 10-Q).*
10.51 Agreement and Plan of Merger among Amphenol Acquisition Corporation, Allied Corporation and the Company, dated April 1, 1987, and the Amendment thereto dated as of May 15, 1987 (filed as Exhibit 2 to the 1987 Registration Statement).*
10.52 Settlement Agreement among Allied Signal Inc., the Company and LPL Investment Group, Inc. dated November 28, 1988 (filed as Exhibit 10.20 to the 1991 Registration Statement).*

10.53 Asset and Stock Purchase Agreement between Teradyne, Inc. and Amphenol Corporation, dated October 10, 2005 (filed as an Exhibit to the Form 8-K filed on October 11, 2005).*
10.54 Amphenol Corporation Employee Savings/401(k) Plan Document (filed as Exhibit 10.58 to the March 31, 2006 10Q).*
10.55 Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement (filed as Exhibit 10.59 to the March 31, 2006 10Q).*
10.56 First Amendment (2006-1) to Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement (filed as Exhibit 10.68 to the December 31, 2006 10-K).*
10.57 Second Amendment (2006-2) to Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement (filed as Exhibit 10.69 to the December 31, 2006 10-K).*
10.58 Amphenol Corporation Supplemental Defined Contribution Plan (filed as Exhibit 10.54 to the March 31, 2007 10Q).*
10.59 First Amendment (2007-1) to the Amphenol Corporation Supplemental Defined Contribution Plan (filed as Exhibit 10.55 to the March 31, 2007 10Q).*
21.1 Subsidiaries of the Company.**
23.1 Consent of Deloitte & Touche LLP.**
31.1 Certification pursuant to Exchange Act Rules 13a-14 and 15d-14; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.2 Certification pursuant to Exchange Act Rules 13a-14 and 15d-14; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.**
32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.**

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* Incorporated herein by reference as stated.

** Filed herewith