

AMPHENOL CORP /DE/
Form 4
May 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRASER JAMIE A

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

VESTAL, NY 13850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SR VP & GGM INTERCONNECT SYS

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/13/2005		M		12,800 A \$ 20.09	14,800	D
Class A Common Stock	05/13/2005		M		7,072 A \$ 21.905	21,872	D
Class A Common Stock	05/13/2005		M		5,128 A \$ 30.15	27,000	D
Class A Common	05/13/2005		S		25,000 D \$ 39.5	2,000	D

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date			
				Code	V	(A)	(D)		Title	Amount or Number of Shares	
Stock Option	\$ 20.615							04/25/2004	04/25/2011	Class A Common Stock	4,000
Stock Option	\$ 24.7813							06/06/2004	06/06/2010	Class A Common Stock	9,400
Stock Option	\$ 28.375							10/05/2004	10/05/2010	Class A Common Stock	2,600
Stock Option	\$ 36.79							04/12/2006	04/12/2015	Class A Common Stock	30,000
Stock Option	\$ 20.09	05/13/2005		M		12,800		04/15/2004	04/15/2013	Class A Common Stock	12,800
Stock Option	\$ 21.905	05/13/2005		M		7,072		05/02/2005	05/02/2012	Class A Common Stock	7,072
Stock Option	\$ 30.15	05/13/2005		M		5,128		04/15/2005	04/16/2014	Class A Common Stock	5,128

