

AMPHENOL CORP /DE/
Form 4
December 01, 2006

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NAUJOKS UDO

(Last) (First) (Middle)

FRAUENBERGSTRASSE 13

(Street)

74388 TALHEIM Germany

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2006

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)
VICE PRESIDENT & GGM, ATE

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 or Price		
Class A Common Stock	11/30/2006		M		2,600 A \$ 20.09	2,600	D
Class A Common Stock	11/30/2006		M		3,200 A \$ 20.615	5,800	D
Class A Common Stock	11/30/2006		M		3,200 A \$ 21.905	9,000	D
Class A Common	11/30/2006		M		8,000 A \$ 30.15	17,000	D

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Stock

Class A
Common Stock 11/30/2006 M 5,200 A \$ 36.79 22,200 D

Class A
Common Stock 11/30/2006 S 22,200 D \$ 68.5 0 D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 53.61					05/24/2007 05/24/2016	Class A Common Stock	32,000
Stock Option	\$ 20.09	11/30/2006		M	2,600	04/15/2006 04/15/2013	Class A Common Stock	2,600
Stock Option	\$ 20.615	11/30/2006		M	3,200	04/25/2006 04/25/2011	Class A Common Stock	3,200
Stock Option	\$ 21.905	11/30/2006		M	3,200	05/02/2006 05/02/2012	Class A Common Stock	3,200
Stock Option	\$ 30.15	11/30/2006		M	8,000	04/16/2006 04/16/2014	Class A Common Stock	8,000
Stock Option	\$ 36.79	11/30/2006		M	5,200	04/12/2006 04/12/2015	Class A Common Stock	5,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAUJOKS UDO FRAUENBERGSTRASSE 13 74388 TALHEIM Germany			VICE PRESIDENT & GGM, ATE	

Signatures

Edward C.
Wetmore, POA

12/01/2006

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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