

AMPHENOL CORP /DE/
Form 4
April 24, 2007

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 *
JEPSEN EDWARD G

(Last) (First) (Middle)

14 GALE ROAD

(Street)

BLOOMFIELD, CT 06002

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	04/23/2007		M		80,000	A	\$ 10.045
Class A Common Stock	04/23/2007		M		20,000	A	\$ 10.9525
Class A Common Stock	04/23/2007		S		100,000	D	\$ 35.5309
Class A Common Stock	04/24/2007		M		30,000	A	\$ 10.9525
Class A Common Stock	04/23/2007				80,000	D	
Class A Common Stock	04/23/2007				100,000	D	
Class A Common Stock	04/23/2007				0	D	
Class A Common Stock	04/24/2007				30,000	D	

Class A
Common Stock 04/24/2007 S 30,000 D \$ 35.5264 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 12.3907					06/06/2001	06/06/2010	Class A Common Stock	400,000
Stock Option	\$ 18.395					04/12/2006	04/12/2015	Class A Common Stock	8,000
Stock Option	\$ 26.805					05/24/2007	05/24/2016	Class A Common Stock	8,000
Stock Option	\$ 10.045	04/23/2007		M	80,000	04/15/2007 ⁽¹⁾	04/15/2013	Class A Common Stock	80,000
Stock Option	\$ 10.9525	04/23/2007		M	20,000	05/02/2006 ⁽¹⁾	05/02/2012	Class A Common Stock	20,000
Stock Option	\$ 10.9525	04/24/2007		M	30,000	05/02/2006 ⁽¹⁾	05/02/2012	Class A Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JEPSEN EDWARD G
14 GALE ROAD
BLOOMFIELD, CT 06002

X

Signatures

Edward C.
Wetmore, POA

04/24/2007

__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) Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.

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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