

AMPHENOL CORP /DE/
Form 4
April 27, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LOEFFLER MARTIN H

(Last) (First) (Middle)
187 EAST SHORE ROAD
(Street)

MORRIS, CT 06763

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2007

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)
CHAIRMAN & CEO

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 | 04/25/2007 | | M | | 160,500 | A | \$ 4.7735 200,100 |
| Class A Common Stock | 04/25/2007 | | S | | 160,500 | D | \$ 35.7045 39,600 |
| Class A Common Stock | 04/26/2007 | | M | | 114,500 | A | \$ 4.7735 154,100 |
| Class A Common | 04/26/2007 | | M | | 280,000 | A | \$ 7.25 434,100 |

Stock

Class A

Common 04/26/2007 S 394,500 D \$ 35.7039 39,600 D

Stock

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 of Number of Shares |
| Stock Option | \$ 10.045 | | | | | 04/15/2004 04/15/2013 | Class A Common Stock 500,000 |
| Stock Option | \$ 10.3075 | | | | | 04/25/2002 04/25/2011 | Class A Common Stock 400,000 |
| Stock Option | \$ 10.9525 | | | | | 05/02/2003 05/02/2012 | Class A Common Stock 600,000 |
| Stock Option | \$ 12.3907 | | | | | 06/06/2001 06/06/2010 | Class A Common Stock 668,000 |
| Stock Option | \$ 15.075 | | | | | 04/16/2005 04/16/2014 | Class A Common Stock 400,000 |
| Stock Option | \$ 18.395 | | | | | 04/12/2006 04/12/2015 | Class A Common Stock 400,000 |
| Stock Option | \$ 26.805 | | | | | 05/24/2007 05/24/2016 | Class A Common Stock 400,000 |
| Stock Option | \$ 4.7735 | 04/25/2007 | | M | 160,500 | 04/22/2004 04/21/2009 | Class A Common 160,500 |

| | | | | | | | | Stock | |
|--------------|-----------|------------|--|---|---------|------------|------------|----------------------|---------|
| Stock Option | \$ 4.7735 | 04/26/2007 | | M | 114,500 | 04/22/2004 | 04/21/2009 | Class A Common Stock | 114,500 |
| Stock Option | \$ 7.25 | 04/26/2007 | | M | 280,000 | 04/08/2003 | 04/07/2008 | Class A Common Stock | 280,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOEFFLER MARTIN H 187 EAST SHORE ROAD MORRIS, CT 06763 | X | | CHAIRMAN & CEO | |

Signatures

Edward C.
Wetmore, POA

04/27/2007

**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).
- 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.