

AMPHENOL CORP /DE/
Form 4/A
May 02, 2012

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 *
LIETZ ANDREW E

(Last) (First) (Middle)
47 SPRING ROAD
(Street)
RYE, NH 03870
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
02/29/2012

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/28/2012		M		8,000 (5) \$ 16.18	8,000	D
Class A Common Stock	02/28/2012		M		8,000 (5) \$ 20.96	16,000	D
Class A Common Stock	02/28/2012		M		8,000 (5) \$ 26.865	24,000	D
Class A Common Stock	02/28/2012		M		10,000 (5) \$ 34.55	34,000	D

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Class A Common Stock	02/28/2012	M	<u>10,000</u> (5)	A	\$ 45.95	44,000	D
Class A Common Stock	02/28/2012	M	<u>6,666</u> (5)	A	\$ 32.01	50,666	D
Class A Common Stock	02/28/2012	M	<u>3,333</u> (5)	A	\$ 42.99	53,999	D
Class A Common Stock	02/28/2012	S	29,850	D	\$ <u>56.219</u> (3) (4)	24,149	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)	Amount or Number of Shares
Stock Option	\$ 16.18	02/28/2012		M	8,000	05/27/2005 05/27/2014	Class A Common Stock	8,000
Stock Option	\$ 20.96	02/28/2012		M	8,000	05/26/2006 05/26/2015	Class A Common Stock	8,000
Stock Option	\$ 26.865	02/28/2012		M	8,000	05/25/2007 05/25/2016	Class A Common Stock	8,000
Stock Option (2)	\$ 34.55	02/28/2012		M	10,000	05/24/2008 ⁽¹⁾ 05/24/2017	Class A Common Stock	10,000
Stock Option	\$ 45.95	02/28/2012		M	10,000	05/22/2009 ⁽¹⁾ 05/21/2018	Class A Common	10,000

								Stock	
Stock Option	\$ 32.01	02/28/2012	M	6,666	05/21/2010	05/20/2019	Class A Common Stock	6,666	
Stock Option	\$ 42.99	02/28/2012	M	3,333	05/27/2011	05/27/2020	Class A Common Stock	3,333	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIETZ ANDREW E 47 SPRING ROAD RYE, NH 03870	X			

Signatures

Edward C.
Wetmore, POA

05/02/2012

**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: 1/3 per year commencing on first anniversary of date of grant.
- (2) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.
- (3) This transaction was executed in multiple trades ranging from \$56.050 to \$56.301.
The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the
- (4) SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) Inadvertently neglected to include options exercised and held in number of options exercised. Only reflected options exercised and sold in prior filing.

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.