

AMPHENOL CORP /DE/
Form 4
January 28, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Trenor John

(Last) (First) (Middle)

C/O AMPHENOL AUTOMOTIVE PRODUCTS GROUP, AUGUST-HAEUSSER-STRASSE 10 HEILBRONN

(Street)

GERMANY 74080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2015

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)
VP & GGM AUTOMOTIVE GROUP

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		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	01/26/2015		M		10,000	A	\$ 11.805	10,000	D	Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	01/26/2015		S		10,000	D	\$ 54.8319	0	D	Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	01/26/2015		M		24,000	A	\$ 16.005	24,000	D	Indirect Beneficial Ownership (Instr. 4)

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Class A Common Stock	01/26/2015	S	24,000	D	\$ 54.8319	0	D
					<u>(1)</u> <u>(2)</u>		
Class A Common Stock	01/26/2015	M	43,400	A	\$ 21.495	43,400	D
Class A Common Stock	01/26/2015	S	43,400	D	\$ 54.8319	0	D
					<u>(1)</u> <u>(2)</u>		

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

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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 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 or Number of Shares
Stock Option	\$ 11.805	01/26/2015		M	10,000	10/27/2009 10/27/2018	Class A Common Stock 10,000
Stock Option	\$ 16.005	01/26/2015		M	24,000	05/21/2010 05/21/2019	Class A Common Stock 24,000
Stock Option	\$ 21.495	01/26/2015		M	43,400	05/27/2011 05/27/2020	Class A Common Stock 43,400
Stock Option	\$ 26.74					05/26/2012 05/26/2021	Class A Common Stock 86,000
Stock Option	\$ 26.63					05/24/2013 05/24/2022	Class A Common Stock 120,000
Stock Option	\$ 39					05/23/2014 05/23/2023	Class A Common Stock 116,000

Stock \$ 47.715
Option

05/22/2015 05/22/2024 Class A Common Stock 140,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Treanor John C/O AMPHENOL AUTOMOTIVE PRODUCTS GROUP AUGUST-HAEUSSER-STRASSE 10 HEILBRONN GERMANY 74080			VP & GGM AUTOMOTIVE GROUP	

Signatures

Edward C. 01/28/2015
Wetmore, POA

**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) This transaction was executed in multiple trades ranging from \$54.75 to \$55.00.
The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the
- (2) 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.
- (3) Securities owned reflect 2-for-1 Stock Split effective October 9, 2014.

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.