

LOEFFLER MARTIN H

Form 4

November 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
11/21/2005

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)

CHRMN, PRES & 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)
Class A Common Stock	11/21/2005		M	50,000	A \$ 6.5	70,000	D
Class A Common Stock	11/21/2005		S	50,000	D \$ 40.1064	20,000	D
Class A Common Stock	11/22/2005		M	100,000	A \$ 6.5	120,000	D
Class A Common	11/22/2005		S	100,000	D \$ 41.1357	20,000	D

Stock

Class A

Common Stock	11/23/2005		M	89,570	A	\$ 6.5	109,570	D
--------------	------------	--	---	--------	---	--------	---------	---

Class A

Common Stock	11/23/2005		S	89,570	D	\$ 42.0465	20,000	D
--------------	------------	--	---	--------	---	------------	--------	---

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Number of Shares
Stock Option	\$ 9.5469					04/22/2000 04/21/2009	Class A Common Stock 210,000
Stock Option	\$ 14.5					04/08/1999 04/07/2008	Class A Common Stock 140,000
Stock Option	\$ 20.09					04/15/2004 04/15/2013	Class A Common Stock 250,000
Stock Option	\$ 20.615					04/25/2002 04/25/2011	Class A Common Stock 200,000
Stock Option	\$ 21.905					05/02/2003 05/02/2012	Class A Common Stock 300,000
Stock Option	\$ 24.7813					06/06/2001 06/06/2010	Class A Common Stock 334,000
Stock Option	\$ 30.15					04/16/2005 04/16/2014	Class A Common 200,000

Stock Option	\$ 36.79					04/12/2006	04/12/2015	Stock Class A Common Stock	200,000
Stock Option	\$ 6.5	11/21/2005	M	50,000	(1)		05/18/2007	Class A Common Stock	50,000
Stock Option	\$ 6.5	11/22/2005	M	100,000	(1)		05/18/2007	Class A Common Stock	100,000
Stock Option	\$ 6.5	11/23/2005	M	89,570	(1)		05/18/2007	Class A Common Stock	89,570

Reporting Owners

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

Signatures

Edward C.
Wetmore, POA

11/23/2005

__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) 100% Vested

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.