

AMPHENOL CORP /DE/  
Form 4  
June 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
**MONTEITH JEROME**

(Last) (First) (Middle)  
**227 GREEN HILL ROAD**  
  
(Street)

**MADISON, CT 06443**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**06/01/2005**

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)  
**VICE PRESIDENT HUMAN RESOURCES**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Common Stock            | 06/01/2005                           |  | M                              | A   | \$ 20.09  | 4,500  | D   |
| Class A Common Stock            | 06/02/2005                           |  | S                              | D   | \$ 42.382   | 0  | D   |

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

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SEC 1474 (9-02)

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**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 8   |                                      |  |                                |   | 10/26/2003 10/26/2008                                    | Class A Common Stock  | 1,008                         |
| Stock Option                               | \$ 20.615  |                                      |  |                                |   | 04/25/2004 04/25/2011                                    | Class A Common Stock  | 2,800                         |
| Stock Option                               | \$ 21.905  |                                      |  |                                |   | 05/02/2004 05/02/2012                                    | Class A Common Stock  | 21,000                        |
| Stock Option                               | \$ 24.7813   |                                      |  |                                |   | 06/06/2004 06/06/2010                                    | Class A Common Stock  | 38,000                        |
| Stock Option                               | \$ 30.15   |                                      |  |                                |   | 04/16/2005 04/16/2014                                    | Class A Common Stock  | 17,500                        |
| Stock Option                               | \$ 36.79   |                                      |  |                                |   | 04/12/2006 04/12/2015                                    | Class A Common Stock  | 17,500                        |
| Stock Option                               | \$ 20.09   | 06/01/2005                           |  | M                              | 4,500   | 04/15/2005 04/15/2013                                    | Class A Common Stock  | 4,500                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| MONTEITH JEROME<br>227 GREEN HILL ROAD<br>MADISON, CT 06443 |               |           | VICE PRESIDENT HUMAN RESOURCES |       |

## Signatures

Edward C.  
Wetmore, POA

06/02/2005

\_\_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).

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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