

AMPHENOL CORP /DE/

Form 4

May 03, 2007

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
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(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)

05/02/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VICE PRESIDENT HUMAN RESOURCES

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	05/02/2007		M		14,400	A	\$ 10.045	14,400	D
Class A Common Stock	05/02/2007		M		5,600	A	\$ 10.3075	20,000	D
Class A Common Stock	05/02/2007		M		16,800	A	\$ 10.9525	36,800	D
Class A Common	05/02/2007		S		36,800	D	\$ 35.6579	0	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 or Number of Shares
Stock Option	\$ 15.075					04/16/2005	04/16/2014	Class A Common Stock	35,000
Stock Option	\$ 18.395					04/12/2006	04/12/2015	Class A Common Stock	35,000
Stock Option	\$ 26.805					05/24/2007	05/24/2016	Class A Common Stock	36,000
Stock Option	\$ 10.045	05/02/2007		M	14,400	04/15/2007 ⁽¹⁾	04/15/2013	Class A Common Stock	14,400
Stock Option	\$ 10.3075	05/02/2007		M	5,600	04/25/2006 ⁽²⁾	04/25/2011	Class A Common Stock	5,600
Stock Option	\$ 10.9525	05/02/2007		M	16,800	05/02/2007 ⁽²⁾	05/02/2012	Class A Common Stock	16,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	VICE PRESIDENT HUMAN RESOURCES

MONTEITH JEROME
227 GREEN HILL ROAD
MADISON, CT 06443

Signatures

Edward C.
Wetmore, POA

05/03/2007

__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).
- (1) Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.
- (2) 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.
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