#### AMPHENOL CORP /DE/

Form 4 July 05, 2007

### FORM 4

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

**OMB** 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Clark Stanley L

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

AMPHENOL CORP /DE/ [APH]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

265 BLUE RIDGE ROAD

(Month/Day/Year)

07/03/2007

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

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

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

NORTH ANDOVER, MA 01845

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Reported

6,000

Code V Amount (D) Price

D

Class A Common

Stock

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

(Month/Day/Year)

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and 2 Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (1)	\$ 0	07/03/2007		A	361.53	(2)	(2)	Class A Common Stock	361.53
Stock Option	\$ 19.235					01/27/2006	01/27/2015	Class A Common Stock	8,000
Stock Option	\$ 20.96					05/26/2006	05/26/2015	Class A Common Stock	8,000
Stock Option	\$ 26.865					05/25/2007	05/25/2016	Class A Common Stock	8,000
Stock Option	\$ 34.55					05/24/2008	05/24/2017	Class A Common Stock	10,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Clark Stanley L 265 BLUE RIDGE ROAD NORTH ANDOVER, MA 01845	X					

## **Signatures**

Edward C.
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) Phantom Stock Units convert to Class A Common Stock on a one-for-one basis.

**(2)** 

Reporting Owners 2

### Edgar Filing: AMPHENOL CORP /DE/ - Form 4

Under the Amphenol Corporation Directors' Compensation Plan, the Reporting Person is entitled to receive shares of Class A Common Stock on a one-for-one basis upon the later of the first day of the year following the Reporting Person's retirement or separation from the Board of Directors or six months after such event.

(3) Securities owned reflect 2-for-1 Stock Split effective March 30, 2007.

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.