

AMPHENOL CORP /DE/

Form 4

October 23, 2013

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 *
Schneider Richard

(Last) (First) (Middle)

C/O AMPHENOL TCS, 200
INNOVATIVE WAY, SUITE 201

(Street)

NASHUA, NH 03062

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2013

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 ____ Other (specify
below) below)

SVP & GGM IT & Commun. Prods

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	10/21/2013		M		14,400	A	\$ 42.99	30,337	D
Class A Common Stock	10/21/2013		S		14,400	D	\$ 82.4669	15,937	D
Class A Common Stock	10/22/2013		M		14,400	A	\$ 45.95	30,337	D
Class A Common	10/22/2013		M		8,044	A	\$ 53.48	38,381	D

Stock

Class A					\$		
Common	10/22/2013	S	14,400	D	82.1405	23,981	D
Stock					<u>(1)</u> <u>(2)</u>		
Class A					\$		
Common	10/22/2013	S	3,044	D	82.1405	20,937	D
Stock					<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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(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	\$ 42.99	10/21/2013		M	14,400	05/27/2011 05/27/2020	Class A Common Stock 14,400
Stock Option	\$ 45.95	10/22/2013		M	14,400	05/22/2009 ⁽³⁾ 05/21/2018	Class A Common Stock 14,400
Stock Option	\$ 53.48	10/22/2013		M	8,044	05/26/2012 05/26/2021	Class A Common Stock 8,044

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schneider Richard C/O AMPHENOL TCS 200 INNOVATIVE WAY, SUITE 201 NASHUA, NH 03062	SVP & GGM IT & Commun. Prods

Signatures

Edward C.
Wetmore, POA

10/23/2013

__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 at prices ranging from \$82.12 to \$82.27.

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

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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