AMPHENOL CORP /DE/

Form 4 May 29, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or

SECURITIES Form 5

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * **MONTEITH JEROME**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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burden hours per

AMPHENOL CORP /DE/ [APH]

(First)

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

Director 10% Owner _X__ Officer (give title _ Other (specify

(Check all applicable)

C/O AMPHENOL

05/28/2014

below) VICE PRESIDENT HUMAN RESOURCES

CORPORATION, 358 HALL **AVENUE**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street) Filed(Month/Day/Year)

(Middle)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WALLINGFORD, CT 06492

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or I						f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	05/28/2014		M	7,600	A	\$ 53.26	7,600	D	
Class A Common Stock	05/28/2014		S	7,600	D	\$ 95.5	0	D	
Class A Common Stock	05/28/2014		M	6,297	A	\$ 53.48	6,297	D	
Class A	05/28/2014		S	6,297	D	\$ 95.5	0	D	

Common Stock

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)

D Se	Title of erivative ecurity nstr. 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. Transactic Code (Instr. 8)	5. Number coof 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
	tock option	\$ 53.26	05/28/2014		M	7,600	05/24/2013(1)	05/24/2022	Class A Common Stock	7,600
	tock option	\$ 53.48	05/28/2014		M	6,297	05/26/2012	05/26/2021	Class A Common Stock	6,297

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MONTEITH JEROME C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492

VICE PRESIDENT HUMAN RESOURCES

Signatures

Edward C. Wetmore, POA 05/29/2014

**Signature of Reporting Date
Person

Reporting Owners 2

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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.

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.