

AMPHENOL CORP /DE/

Form 4

July 25, 2016

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 *
Gillard Patrick

(Last) (First) (Middle)

C/O AMPHENOL
CORPORATION, 358 HALL
AVENUE

(Street)

WALLINGFORD, CT 06492

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMPHENOL CORP /DE/ [APH]

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

07/22/2016

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)

Vice President and Treasurer

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	07/22/2016		M		6,400	A \$ <u>26.74</u> (1) (2)	6,400	D	
Class A Common Stock	07/22/2016		S		6,400	D \$ <u>59.0573</u>	0	D	
Class A Common Stock	07/22/2016		M		7,200	A \$ <u>26.63</u> (1) (2)	7,200	D	
Class A	07/22/2016		S		7,200	D \$	0	D	

Common Stock						59.0573		
Class A Common Stock	07/22/2016	M	6,400	A	\$ 39 ⁽¹⁾ ₍₂₎	6,400		D
Class A Common Stock	07/22/2016	S	6,400	D	\$ 59.0573	0		D
Class A Common Stock	07/22/2016	M	10,000	A	\$ 47.715 ⁽¹⁾ ₍₂₎	10,000		D
Class A Common Stock	07/22/2016	S	10,000	D	\$ 59.0573	0		D

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	\$ 26.74	07/22/2016		M	6,400	05/26/2012 05/26/2021	Class A Common Stock 6,400
Stock Option	\$ 26.63	07/22/2016		M	7,200	05/24/2013 05/24/2022	Class A Common Stock 7,200
Stock Option	\$ 39	07/22/2016		M	6,400	05/23/2014 05/23/2023	Class A Common Stock 6,400
Stock Option	\$ 47.715	07/22/2016		M	10,000	05/22/2015 05/22/2024	Class A Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gillard Patrick C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492			Vice President and Treasurer	

Signatures

Edward C.
Wetmore, POA

07/22/2016

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 ranging from \$58.95 to \$59.17.
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.

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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