

Clark Stanley L
 Form 5/A
 January 10, 2018

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Clark Stanley L
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 AMPHENOL CORP /DE/ [APH]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

C/O AMPHENOL CORPORATION, 358 HALL AVENUE
 (Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
 01/08/2018

6. Individual or Joint/Group Reporting
 (check applicable line)

WALLINGFORD, CT 06492
 (City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. De
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Sec (In				
(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Phantom Stock ⁽¹⁾	\$ 0	04/01/2017	Â	A	40.68	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	40.68	\$
Phantom Stock ⁽¹⁾	\$ 0	07/01/2017	Â	A	39.51	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	39.51	\$
Phantom Stock ⁽¹⁾	\$ 0	10/01/2017	Â	A	37.49	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	37.49	\$
Phantom Stock ⁽¹⁾	\$ 0	01/02/2018	Â	A	37.87	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	37.87	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Stanley L C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	Â X	Â	Â	Â

Signatures

Lance E.
D'Amico, POA

01/10/2018

⁽¹⁾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) Not applicable.

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Remarks:

Amendment filed on 1-10-2018 to change footnote (2).

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