

AMPHENOL CORP /DE/

Form 4

May 13, 2005

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRASER JAMIE A

(Last) (First) (Middle)

2469 RHONDA DRIVE

(Street)

VESTAL, NY 13850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2005

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 below) ____ Other (specify below)

SR VP & GGM INTERCONNECT SYS

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	05/12/2005		M		672	A	\$ 8	2,672	D
Class A Common Stock	05/12/2005		M		3,200	A	\$ 9.5469	5,872	D
Class A Common Stock	05/12/2005		M		16,000	A	\$ 20.615	21,872	D
Class A Common	05/12/2005		M		12,128	A	\$ 21.905	34,000	D

Stock

Class A Common Stock	05/12/2005	M	37,600	A	\$ 24.7813	71,600	D
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Class A Common Stock	05/12/2005	M	10,400	A	\$ 28.375	82,000	D
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Class A Common Stock	05/12/2005	S	80,000	D	\$ 39.5	2,000	D
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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	\$ 20.09					04/15/2004 04/15/2013	Class A Common Stock 32,000
Stock Option	\$ 30.15					04/16/2005 04/16/2014	Class A Common Stock 27,500
Stock Option	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock 30,000
Stock Option	\$ 8	05/12/2005		M	672	10/26/2003 10/26/2008	Class A Common Stock 672
Stock Option	\$ 9.5469	05/12/2005		M	3,200	04/22/2004 04/22/2009	Class A Common Stock 3,200

Stock Option	\$ 20.615	05/12/2005	M	16,000	04/25/2005	04/25/2011	Class A Common Stock	16,000
Stock Option	\$ 21.905	05/12/2005	M	12,128	05/02/2005	05/02/2012	Class A Common Stock	12,128
Stock Option	\$ 24.7813	05/12/2005	M	37,600	06/06/2004	06/06/2010	Class A Common Stock	37,600
Stock Option	\$ 28.375	05/12/2005	M	10,400	10/05/2004	10/05/2010	Class A Common Stock	10,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRASER JAMIE A 2469 RHONDA DRIVE VESTAL, NY 13850			SR VP & GGM INTERCONNECT SYS	

Signatures

Edward C.
Wetmore, POA

05/13/2005

__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).

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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