

AMPHENOL CORP /DE/

Form 4

July 28, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER LUC

(Last) (First) (Middle)

19, RUE JACQUES HILLAIRET

(Street)

75012 PARIS, FRANCE France

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2005

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 EUR MIL & AERO OPS

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 Ownership (Instr. 4)
Class A Common Stock	07/27/2005		M	7,560 A \$ 8	9,742	D	
Class A Common Stock	07/27/2005		S	7,560 D \$ 44.17	2,182	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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)		8. D S (1)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 9.5469							04/22/2004	04/22/2009	Class A Common Stock	10,000
Stock Option	\$ 20.09							04/15/2004	04/15/2013	Class A Common Stock	30,000
Stock Option	\$ 20.615							04/25/2004	04/25/2011	Class A Common Stock	16,000
Stock Option	\$ 21.905							05/02/2004	05/02/2012	Class A Common Stock	30,000
Stock Option	\$ 24.7813							06/06/2004	06/06/2010	Class A Common Stock	47,000
Stock Option	\$ 30.15							04/16/2005	04/16/2014	Class A Common Stock	25,000
Stock Option	\$ 36.79							04/12/2006	04/12/2015	Class A Common Stock	27,000
Stock Option	\$ 8	07/27/2005		M		7,560		10/26/2003	10/26/2008	Class A Common Stock	7,560

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALTER LUC 19, RUE JACQUES HILLAIRET	SR VP & GGM EUR MIL & AERO OPS

75012 PARIS, FRANCE France

Signatures

Edward C.

07/28/2005

Wetmore, POA

__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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