

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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JEPSSEN EDWARD G**

(Last) (First) (Middle)

**14 GALE ROAD**

(Street)

**BLOOMFIELD, CT 06002**

(City) (State) (Zip)

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

**AMPHENOL CORP /DE/ [APH]**

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

**07/26/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 07/26/2005                              |                                                             | M                                    | 32,670 A \$ 6.5                                                         | 32,670                                                                                                             | D                                                                       |                                                                   |
| Class A<br>Common<br>Stock            | 07/26/2005                              |                                                             | S                                    | 32,670 D \$ 44.8473                                                     | 0                                                                                                                  | D                                                                       |                                                                   |

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

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SEC 1474  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option                               | \$ 9.5469                                              |                                      |                                                    |                                |                                                                                         | 04/22/2000 04/21/2009                                    | Class A Common Stock 63,000                                   |
| Stock Option                               | \$ 14.5                                                |                                      |                                                    |                                |                                                                                         | 04/08/1999 04/07/2008                                    | Class A Common Stock 42,000                                   |
| Stock Option                               | \$ 20.09                                               |                                      |                                                    |                                |                                                                                         | 04/15/2004 04/15/2013                                    | Class A Common Stock 90,000                                   |
| Stock Option                               | \$ 20.615                                              |                                      |                                                    |                                |                                                                                         | 04/25/2002 04/25/2011                                    | Class A Common Stock 66,000                                   |
| Stock Option                               | \$ 21.905                                              |                                      |                                                    |                                |                                                                                         | 05/02/2003 05/02/2012                                    | Class A Common Stock 100,000                                  |
| Stock Option                               | \$ 24.7813                                             |                                      |                                                    |                                |                                                                                         | 06/06/2001 06/06/2010                                    | Class A Common Stock 234,000                                  |
| Stock Option                               | \$ 36.79                                               |                                      |                                                    |                                |                                                                                         | 04/12/2006 04/12/2015                                    | Class A Common Stock 4,000                                    |
| Stock Option                               | \$ 6.5                                                 | 07/26/2005                           |                                                    | M                              | 32,670                                                                                  | 05/19/2002 05/18/2007                                    | Class A Common Stock 32,670                                   |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---------------------------------------------------------|---------------|-----------|---------|-------|
|                                                         | Director      | 10% Owner | Officer | Other |
| JEPSEN EDWARD G<br>14 GALE ROAD<br>BLOOMFIELD, CT 06002 | X             |           |         |       |

## Signatures

Edward C.  
Wetmore, POA

07/28/2005

\_\_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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