

AMPHENOL CORP /DE/

Form 4

July 23, 2008

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 *
REARDON DIANA G

(Last) (First) (Middle)

25 FREEDOM WAY

(Street)

GLASTONBURY, CT 06033

(City) (State) (Zip)

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

AMPHENOL CORP /DE/ [APH]

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

07/21/2008

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)

SR VP CFO

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)
Class A Common Stock	07/21/2008		M	5,040	A \$ 4.7735	5,040	D
Class A Common Stock	07/21/2008		M	2,960	A \$ 10.3075	8,000	D
Class A Common Stock	07/21/2008		M	92,000	A \$ 12.3907	100,000	D
Class A Common	07/21/2008		S	100,000	D \$ 50.7672	0	D

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Stock					(1)		
Class A Common Stock	07/22/2008	M	27,648	A	\$ 10.3075	27,648	D
Class A Common Stock	07/22/2008	M	46,000	A	\$ 10.9525	73,648	D
Class A Common Stock	07/22/2008	S	73,648	D	\$ 49.8884	0	D
					(2)		

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

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SEC 1474
(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	\$ 4.7735	07/21/2008		M	5,040	04/22/2004 ⁽³⁾ 04/21/2009	Class A Common Stock 5,040
Stock Option	\$ 10.3075	07/21/2008		M	2,960	04/25/2006 ⁽³⁾ 04/25/2011	Class A Common Stock 2,960
Stock Option	\$ 12.3907	07/21/2008		M	92,000	06/06/2005 ⁽³⁾ 06/06/2010	Class A Common Stock 92,000
Stock Option	\$ 10.3075	07/22/2008		M	27,648	04/25/2006 ⁽³⁾ 04/25/2011	Class A Common Stock 27,648
Stock Option	\$ 10.9525	07/22/2008		M	46,000	05/02/2007 ⁽³⁾ 05/02/2012	Class A Common Stock 46,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REARDON DIANA G 25 FREEDOM WAY GLASTONBURY, CT 06033			SR VP CFO	

Signatures

Edward C.
Wetmore, POA

07/23/2008

__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).

This transaction was executed in multiple trades at prices ranging from \$50.75 to \$51.35. The price reported above reflects the weighted
(1) average sale price. The reporting person hereby undertakes to provide upon request to the 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.

This transaction was executed in multiple trades at prices ranging from \$49.50 to \$50.25. The price reported above reflects the weighted
(2) average sales price. The reporting person hereby undertakes to provide upon request to the 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.

(3) 100% Vested

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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