

AMPHENOL CORP /DE/  
Form 4  
February 07, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ANDERSON GARY**

(Last) (First) (Middle)

**C/O AMPHENOL MILITARY  
AEROSPACE, 40-60 DELAWARE  
STREET**

(Street)

**SIDNEY, NY 13838-1395**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/03/2012**

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)  
**SR VP & GGM AERO & IND OPS**

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 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/03/2012		M		22,500 A \$ 18.395	22,500	D
Class A Common Stock	02/06/2012		M		5,000 A \$ 18.395	27,500	D
Class A Common Stock	02/03/2012		S		22,500 (1) (3) D \$ 55.1843	5,000	D
Class A Common Stock	02/06/2012		S		5,000 D \$ 55.106	0	D

Common Stock (2) (3)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	\$ 18.395	02/03/2012		M	22,500	04/12/2006 04/12/2015	Class A Common Stock	22,500	
Stock Option	\$ 18.395	02/06/2012		M	5,000	04/12/2006 04/12/2015	Class A Common Stock	5,000	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

ANDERSON GARY  
C/O AMPHENOL MILITARY AEROSPACE  
40-60 DELAWARE STREET  
SIDNEY, NY 13838-1395

SR VP & GGM AERO & IND OPS

## Signatures

Edward C. Wetmore, POA 02/07/2012

\_\_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) This transaction was executed in multiple trades at prices ranging from \$55.00 to \$55.42.
- (2) this transaction was executed in multiple trades at prices ranging from \$55.05 to \$55.18.

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the

- (3) 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.

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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