

AMPHENOL CORP /DE/
Form 4
January 26, 2006

FORM 4

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

OMB APPROVAL

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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 *
NORWITT RICHARD ADAM

(Last) (First) (Middle)

34 GRIFFITH LANE

(Street)

RIDGEFIELD, CT 06877

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2006

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)
VP & GROUP GM, RF & MICRO PROD

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	01/24/2006		M		8,000	A	\$ 20.09 8,448
Class A Common Stock	01/24/2006		M		4,800	A	\$ 20.615 13,248
Class A Common Stock	01/24/2006		M		7,200	A	\$ 21.905 20,448
Class A Common	01/24/2006		M		5,000	A	\$ 25,448 24.7813

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Stock

Class A
Common Stock 01/24/2006 M 16,000 A \$ 30.185 41,448 D

Class A
Common Stock 01/24/2006 S 41,000 D \$ 49.3856 448 D

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	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock 26,000
Stock Option	\$ 20.09	01/24/2006		M	8,000	04/15/2005 04/15/2013	Class A Common Stock 8,000
Stock Option	\$ 20.615	01/24/2006		M	4,800	04/25/2005 04/25/2011	Class A Common Stock 4,800
Stock Option	\$ 21.905	01/24/2006		M	7,200	05/02/2005 05/02/2012	Class A Common Stock 7,200
Stock Option	\$ 24.7813	01/24/2006		M	5,000	06/06/2005 06/06/2010	Class A Common Stock 5,000
Stock Option	\$ 30.185	01/24/2006		M	16,000	11/17/2005 11/17/2013	Class A Common Stock 16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORWITT RICHARD ADAM 34 GRIFFITH LANE RIDGEFIELD, CT 06877			VP & GROUP GM, RF & MICRO PROD	

Signatures

Edward C.
Wetmore, POA

01/26/2005

 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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