

AMPHENOL CORP /DE/  
Form 4  
October 25, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
87 CAMPMEETING STREET  
(Street)

SIDNEY, NY 13838

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/23/2006

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)  
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	10/23/2006		M		18,400	A	\$ 24.7813
Class A Common Stock	10/23/2006		S		18,400	D	\$ 67.5 0
Class A Common Stock	10/24/2006		M		41,600	A	\$ 24.7813
Class A Common	10/24/2006		S		41,600	D	\$ 67.5 0

## Stock

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	\$ 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	20,000
Stock Option	\$ 21.905					05/02/2004	05/02/2012	Class A Common Stock	32,000
Stock Option	\$ 30.15					04/16/2005	04/16/2014	Class A Common Stock	31,500
Stock Option	\$ 36.79					04/12/2006	04/12/2015	Class A Common Stock	35,000
Stock Option	\$ 53.61					05/24/2007	05/24/2016	Class A Common Stock	40,000
Stock Option	\$ 24.7813	10/23/2006		M	18,400	06/06/2005	06/06/2010	Class A Common Stock	18,400
Stock Option	\$ 24.7813	10/24/2006		M	41,600	06/06/2005	06/06/2010	Class A Common Stock	41,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
ANDERSON GARY 87 CAMPMEETING STREET SIDNEY, NY 13838			SR VP & GGM AERO & IND OPS	

## Signatures

Edward C.  
Wetmore, POA

10/25/2006

\_\_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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.