AMPHENOL CORP /DE/
Form 4
July 23, 2008

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 *
NAUJOKS UDO

(Last) (First) (Middle)

FRAUENBERGSTRASSE 13

(Street)

74388 TALHEIM Germany

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2008

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 below) _____ Other (specify below)
VICE PRESIDENT & GGM, ATE

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/22/2008		M		5,200	A	$ 10.045	5,200	D	
Class A Common Stock	07/22/2008		M		8,000	A	$ 15.075	13,200	D	
Class A Common Stock	07/22/2008		M		10,400	A	$ 18.395	23,600	D	
Class A Common	07/22/2008		M		12,800	A	$ 26.805	36,400	D	

Stock								
Class A Common Stock	07/22/2008		M	10,800	A	$ 34.55	47,200	D
Class A Common Stock	07/22/2008		S	47,200	D	$ 49.821 (1) (2)	0	D

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

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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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option	$ 10.045	07/22/2008		M			5,200	04/15/2008(3)	04/15/2013	Class A Common Stock	5,200
Stock Option	$ 15.075	07/22/2008		M			8,000	04/16/2008	04/16/2014	Class A Common Stock	8,000
Stock Option	$ 18.395	07/22/2008		M			10,400	04/12/2008	04/12/2015	Class A Common Stock	10,400
Stock Option	$ 26.805	07/22/2008		M			12,800	05/24/2008	05/24/2016	Class A Common Stock	12,800
Stock Option	$ 34.55	07/22/2008		M			10,800	05/24/2008	05/24/2017	Class A Common Stock	10,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAUJOKS UDO FRAUENBERGSTRASSE 13 74388 TALHEIM Germany			VICE PRESIDENT & GGM, ATE	

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).
- **(2)** This transaction was executed in multiple trades at prices ranging from $49.60 to $50.10.
- **(1)** The price reported above reflects the weighted 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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