FORM 10-K

Annual report pursuant to section 13 and 15(d)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2011

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-10879

AMPHENOL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware	**22-2785165**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

358 Hall Avenue, Wallingford, Connecticut 06492
203-265-8900
(Address of Principal Executive Offices, Zip Code, Registrant' s Telephone Number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Class A Common Stock, $.001 par value	**New York Stock Exchange, Inc.**
(Title of each Class)	(Name of each Exchange on Which Registered)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer (as defined in Rule 405 of the Securities Act). Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant' s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☒,	Accelerated filer ☐,
Non-accelerated filer ☐,	Smaller reporting company ☐.

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of Amphenol Corporation Class A Common Stock, $.001 par value, held by non-affiliates was approximately $7,968 million based on the reported last sale price of such stock on the New York Stock Exchange on June 30, 2011.

As of January 31, 2012, the total number of shares outstanding of Registrant' s Class A Common Stock was 163,332,458.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant' s definitive proxy statement, which is expected to be filed within 120 days following the end of the fiscal year covered by this report, are incorporated by reference into Part III hereof.

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PART I

Item 1. Business

General

Amphenol Corporation (“Amphenol” or the “Company”) is one of the world’ s largest designers, manufacturers and marketers of electrical, electronic and fiber optic connectors, interconnect systems and coaxial and high-speed specialty cable. The Company was incorporated in 1987. Certain predecessor businesses, which now constitute part of the Company, have been in business since 1932. The primary end markets for the Company’ s products are:

- information technology and communication systems for the converging technologies of voice, video and data communications;
- a broad range of industrial applications including factory automation and motion control systems, medical and industrial instrumentation, mass transportation, alternative and traditional energy generation, natural resource exploration and traditional and hybrid- electrical automotive applications; and
- commercial aerospace and military applications.

The Company’ s strategy is to provide its customers with comprehensive design capabilities, a broad selection of products and a high level of service on a worldwide basis while maintaining continuing programs of productivity improvement and cost control. For 2011, the Company reported net sales, operating income and net income attributable to Amphenol Corporation of $3,939.8 million, $751.7 million and $524.2 million, respectively. The table below summarizes information regarding the Company’ s primary markets and end applications for the Company’ s products in 2011:

	Information Technology & Communications	Industrial/Automotive	Commercial Aerospace & Military
Percentage of Sales (approximate)	59%	21%	20%
Primary End Applications	Broadband Communications Networks • cable modems • cable television networks • high-speed internet • network switching equipment • set top converters Telecommunications and Data Communications • computers, personal computers and related peripherals • data networking equipment • routers and switches • servers and storage systems Wireless Communication Systems	Alternative and traditional energy generation Automobile on-board electronics and safety systems Factory automation Geophysical Heavy equipment High speed and traditional rail Hybrid-electrical vehicles Instrumentation Mass transportation Medical equipment Natural resource exploration	Military and Commercial Aircraft • avionics • engine controls • flight controls • passenger related systems • unmanned aerial vehicles Military communications systems Missile systems Ordnance Radar systems Satellite and space programs

- base stations
- cell sites
- smart wireless devices, including tablets
- wireless handsets
- wireless infrastructure equipment

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The Company designs and manufactures connectors and interconnect systems, which are used primarily to conduct electrical and optical signals for a wide range of sophisticated electronic applications. The Company believes, based primarily on published market research, that it is the second largest connector and interconnect product manufacturer in the world. The Company has developed a broad range of connector and interconnect products for information technology and communications equipment applications including the converging voice, video and data communications markets. The Company offers a broad range of interconnect products for factory automation and motion control systems, machine tools, instrumentation and medical systems, mass transportation applications and automotive safety systems and a diverse range of on-board electronics. In addition, the Company is the leading supplier of high performance, military-specification, circular environmental connectors that require superior reliability and performance under conditions of stress and in hostile environments. These conditions are frequently encountered in commercial and military aerospace applications and other demanding industrial applications such as solar and wind power generation, oil exploration, medical equipment, hybrid-electrical vehicles and off-road construction.

The Company is a global manufacturer employing advanced manufacturing processes. The Company designs, manufactures and assembles its products at facilities in the Americas, Europe, Asia and Africa. The Company sells its products through its own global sales force, independent manufacturers' representatives and a global network of electronics distributors to thousands of Original Equipment Manufacturers ("OEMs") in approximately 70 countries throughout the world. The Company also sells certain products to Electronic Manufacturing Services ("EMS") companies, to Original Design Manufacturing ("ODM") companies and to communication network operators. For 2011, approximately 35% of the Company's net sales were in North America, 17% were in Europe and 48% were in Asia and other countries.

The Company generally implements its product development strategy through product design teams and collaboration arrangements with customers which result in the Company obtaining approved vendor status for its customers' new products and programs. The Company seeks to have its products become widely accepted within the industry for similar applications and products manufactured by other potential customers, which the Company believes will provide additional sources of future revenue. By developing application specific products, the Company has decreased its exposure to standard products which generally experience greater pricing pressure. In addition to product design teams and customer collaboration arrangements, the Company uses key account managers to manage customer relationships on a global basis such that it can bring to bear its total resources to meet the worldwide needs of its multinational customers.

The Company and industry analysts estimate that the worldwide sales of interconnect products were approximately $48 billion in 2011. The Company believes that the worldwide industry for interconnect products and systems is highly fragmented with over 2,000 producers of connectors and interconnect systems worldwide, of which the 10 largest, including Amphenol, accounted for a combined market share of approximately 63% in 2011.

The Company's acquisition strategy is focused on the consolidation of this highly fragmented industry. The Company targets acquisitions on a global basis in high growth segments that have complementary capabilities to the Company from a product, customer and/or geographic standpoint. The Company looks to add value to smaller companies through its global capabilities and generally expects acquisitions to be accretive to performance in the first year. In 2011, the Company invested approximately $303 million in acquisitions. This investment was made for two acquisitions in the automotive market, which broadened and enhanced the Company' s product offerings in this market.

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Business Segments

The following table sets forth the dollar amounts of the Company' s net trade sales by business segment and geographic area. For a discussion of factors affecting changes in sales by business segment and additional financial data by business segment and geographic area, see "Management' s Discussion and Analysis of Financial Condition and Results of Operations" and Note 13 to the Consolidated Financial Statements included in Part II, Item 8 herein.

	2011	2010	2009
		(dollars in thousands)	
Net trade sales by business segment:			
Interconnect Products and Assemblies	$ 3,666,042	$ 3,293,119	$ 2,566,578
Cable Products	273,744	260,982	253,487
	$ 3,939,786	$ 3,554,101	$ 2,820,065
Net trade sales by geographic area (1):			
United States	$ 1,268,936	$ 1,258,167	$ 1,001,742
China	980,239	851,626	611,877
Other International Locations	1,690,611	1,444,308	1,206,446
	$ 3,939,786	$ 3,554,101	$ 2,820,065

(1) Based on customer location to which product is shipped.

Interconnect Products and Assemblies. The Company produces a broad range of interconnect products and assemblies primarily for information technology, voice, video and data communication systems, commercial aerospace and military systems, automotive and mass transportation applications, and industrial and factory automation equipment. Interconnect products include connectors, which when attached to an electronic or fiber optic cable, a printed circuit board or other device, facilitate electronic or fiber optic transmission. Interconnect assemblies generally consist of a system of cable and connectors for linking electronic and fiber optic equipment. The Company designs and produces a broad range of connector and cable assembly products used in communication applications, such as: engineered cable assemblies used in base stations for wireless communication systems and internet networking equipment; smart card acceptor and other interconnect devices used in mobile telephones; set top boxes and other applications to facilitate reading data from smart cards; fiber optic connectors used in fiber optic signal transmission; backplane and input/output connectors and assemblies used for servers and data storage devices and linking personal computers and peripheral equipment; sculptured flexible circuits used for integrating printed circuit boards in communication applications and hinge products used in mobile phone and other wireless communication devices. The Company also designs and produces a broad range of radio frequency connector products and antennas used in telecommunications, computer and office equipment, instrumentation equipment, local area networks and automotive electronics. The Company' s radio frequency interconnect products, assemblies and antennas are also used in base stations, wireless communication devices and other components of cellular and personal communications networks.

The Company believes that it is the largest supplier of high performance, military-specification, circular environmental connectors. Such connectors require superior performance and reliability under conditions of stress and in hostile environments. High performance environmental connectors and interconnect systems are generally used to interconnect electronic and fiber optic systems in sophisticated aerospace, military, commercial and industrial equipment. These applications present demanding technological requirements in that the connectors are subject to rapid and severe temperature changes, vibration, humidity and nuclear radiation. Frequent applications of these connectors and interconnect systems include aircraft, guided missiles, radar, military vehicles, equipment for spacecraft, energy, medical instrumentation, geophysical applications and off-road construction equipment. The Company also designs and produces industrial interconnect products used in a variety of applications such as factory automation equipment, mass transportation applications including railroads and marine transportation; and automotive safety systems and a diverse range of on-board electronics. The Company also designs and produces highly-engineered cable and backplane assemblies. Such assemblies are specially designed by the Company in conjunction with OEM customers for specific applications, primarily for computer, wired and wireless communication systems, office equipment, industrial and aerospace applications. The cable assemblies utilize the Company' s connector and cable products as well as components purchased from others.

Cable Products. The Company designs, manufactures and markets coaxial cable primarily for use in the cable television industry. The Company' s Times Fiber Communications subsidiary is the world' s second largest producer of coaxial cable for the cable television market. The Company believes that its Times Fiber Communications unit is one of the lowest cost producers of coaxial cable for cable television. The Company' s coaxial cable and connector products are used in cable television systems including full service cable television/telecommunication systems being installed by cable operators and telecommunication companies offering video, voice and data services. The Company is also a major supplier of coaxial cable to the international cable television market.

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The Company manufactures two primary types of coaxial cable: semi-flexible, which has an aluminum tubular shield, and flexible, which has one or more braided metallic shields. Semi-flexible coaxial cable is used in the trunk and feeder distribution portion of cable television systems, and flexible cable (also known as drop cable) is used primarily for hookups from the feeder cable to the cable television subscriber' s residence. Flexible cable is also used in other communication applications. The Company has also developed a broad line of radio frequency and fiber optic interconnect components for full service cable television/ telecommunication networks.

The Company is also a leading producer of high speed data cables and specialty cables, which are used to connect internal components in systems with space and component configuration limitations. Such products are used in computer and office equipment applications as well as in a variety of telecommunication applications.

International Operations

The Company believes that its global presence is an important competitive advantage, as it allows the Company to provide quality products on a timely and worldwide basis to its multinational customers. Approximately 68% of the Company' s sales for the year ended December 31, 2011 were outside the United States and approximately 25% of the Company' s sales were sold to customers in China. The Company has international manufacturing and assembly facilities in China, Taiwan, Korea, India, Japan, Malaysia, Europe, Canada, Latin America, Africa and Australia. European operations include manufacturing and assembly facilities in the United Kingdom, Germany, France, the Czech Republic, Slovakia and Estonia and sales offices in most European markets. The Company' s international manufacturing and assembly facilities generally serve the respective local markets and coordinate product design and manufacturing responsibility with the Company' s other operations around the world. The Company has lower cost manufacturing and assembly facilities in China, Malaysia, Mexico, India, Eastern Europe and Africa to serve regional and world markets. For a discussion of risks attendant to the Company' s foreign operations, see the risk factor titled "The Company is subject to the risks of political, economic and military instability in countries outside the United States" in Part I, Item 1A herein.

Customers

The Company' s products are used in a wide variety of applications by numerous customers. No single customer accounted for more than 10% of net sales for the years ended December 31, 2011, 2010 or 2009. The Company sells its products to over 10,000 customer locations worldwide. The Company' s products are sold directly to OEMs, EMSs, ODMs, cable system operators, telecommunication companies and through manufacturers' representatives and distributors. There has been a trend on the part of OEM customers to consolidate their lists of qualified suppliers to companies that have a broad portfolio of leading technology solutions, design capability, global presence, and the ability to meet quality and delivery standards while maintaining competitive prices.

The Company has focused its global resources to position itself to compete effectively in this environment. The Company has concentrated its efforts on service and productivity improvements including advanced computer aided design and manufacturing systems, statistical process controls and just-in-time inventory programs to increase product quality and shorten product delivery schedules. The Company' s strategy is to provide comprehensive design capabilities, a broad selection of products and a high level of service in the areas in which it competes. The Company has achieved a preferred supplier designation from many of its customers.

The Company' s sales to distributors represented approximately 13% of the Company' s 2011 sales. The Company' s recognized brand names, including "Amphenol," "Times Fiber," "Tuchel," "Socapex," "Sine," "Spectra-Strip," "Pyle-National," "Matrix," "Kai Jack" and others, together with the Company' s strong connector design-in position (products that are specified in customer drawings), enhance its ability to reach the secondary market through its network of distributors.

Manufacturing

The Company employs advanced manufacturing processes including molding, stamping, plating, turning, extruding, die casting and assembly operations as well as proprietary process technology for specialty and coaxial cable production. The Company' s manufacturing facilities are generally vertically integrated operations from the initial design stage through final design and manufacturing.

Outsourcing of certain fabrication processes is used when cost-effective. Substantially all of the Company' s manufacturing facilities are certified to the ISO9000 series of quality standards, and many of the Company' s manufacturing facilities are certified to other quality standards, including QS9000, ISO14000 and TS16469.

The Company employs a global manufacturing strategy to lower its production costs and to improve service to customers. The Company sources its products on a worldwide basis with manufacturing and assembly operations in the Americas, Europe, Asia, Africa and Australia. To better serve certain high volume customers, the Company has established just-in-time facilities near these major customers.

The Company' s policy is to maintain strong cost controls in its manufacturing and assembly operations. The Company is continually evaluating and adjusting its expense levels and workforce to reflect current business conditions and maximize the return on capital investments.

The Company purchases a wide variety of raw materials for the manufacture of its products, including precious metals such as gold and silver used in plating, aluminum, brass, steel, copper and bimetallic products used for cable, contacts and connector shells, and plastic materials used for cable and connector bodies and inserts. Such raw materials are generally available throughout the world and are purchased locally from a variety of suppliers. The Company is generally not dependent upon any one source for raw materials, or if one source is used the Company attempts to protect itself through long-term supply agreements.

Research and Development

The Company' s research and development expense for the creation of new and improved products and processes was $88.9 million, $77.6 million and $64.0 million for 2011, 2010 and 2009, respectively. The Company' s research and development activities focus on selected product areas and are performed by individual operating divisions. Generally, the operating divisions work closely with OEM customers to develop highly-engineered products and systems that meet specific customer needs. The Company focuses its research and development efforts primarily on those product areas that it believes have the potential for broad market applications and significant sales within a one-to-three year period.

Trademarks and Patents

The Company owns a number of active patents worldwide. The Company also regards its trademarks "Amphenol," "Times Fiber," "Tuchel," "Socapex" and "Spectra-Strip" to be of material value in its businesses. The Company has exclusive rights in all its major markets to use these registered trademarks. The Company has rights to other registered and unregistered trademarks which it believes to be of value to its businesses. While the Company considers its patents and trademarks to be valuable assets, the Company does not believe that its competitive position is dependent on patent or trademark protection or that its operations are dependent on any individual patent or trademark.

Competition

The Company encounters competition in substantially all areas of its business. The Company competes primarily on the basis of technology innovation, product quality, price, customer service and delivery time. Competitors include large, diversified companies, some of which have substantially greater assets and financial resources than the Company, as well as medium to small companies. In the area of coaxial cable for cable television, the Company believes that it and CommScope, Inc. are the primary world providers of such cable; however, CommScope, Inc. is larger than the Company in this market. In addition, the Company faces competition from other companies that have concentrated their efforts in one or more areas of the coaxial cable market.

Backlog

The Company estimates that its backlog of unfilled orders was $746 million and $680 million at December 31, 2011 and 2010, respectively. Orders typically fluctuate from quarter to quarter based on customer demand and general business conditions. Unfilled orders may be cancelled prior to shipment of goods. It is expected that all or a substantial portion of the backlog will be filled within the next 12 months. Significant elements of the Company' s business, such as sales to the communications related markets (including wireless communications, telecom & data communications and broadband communications) and sales to distributors, generally have short lead times. Therefore, backlog may not be indicative of future demand.

Employees

As of December 31, 2011, the Company had approximately 39,100 employees worldwide of which approximately 31,100 were located in lower cost regions. Of these employees, approximately 32,600 were hourly employees and the remainder were salaried employees. The Company believes that it has a good relationship with its unionized and non-unionized employees.

Environmental Matters

Certain operations of the Company are subject to environmental laws and regulations which govern the discharge of pollutants into the air and water, as well as the handling and disposal of solid and hazardous wastes. The Company believes that its operations are currently in substantial compliance with applicable environmental laws and regulations and that the costs of continuing compliance will not have a material effect on the Company' s financial condition or results of operations.

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Owners and occupiers of sites containing hazardous substances, as well as generators of hazardous substances, are subject to broad liability under various environmental laws and regulations, including expenditures for cleanup and monitoring costs and potential damages arising out of past disposal activities. Such liability in many cases may be imposed regardless of fault or the legality of the original disposal activity. The Company has performed remediation activities and is currently performing operations and maintenance and monitoring activities at three off-site disposal sites previously utilized by the Company' s facility in Sidney, New York, and others - the Richardson Hill Road landfill, the Route 8 landfill and the Sidney landfill. Actions at the Richardson Hill Road and Sidney landfills were undertaken subsequent to designation as "Superfund" sites on the National Priorities List under the Comprehensive Environmental Response, Compensation and Liability Act of 1980. The Route 8 landfill was designated as a New York State Inactive Hazardous Waste Disposal Site, with remedial actions taken pursuant to Chapter 6, Section 375-1 of the New York Code of Rules and Regulations. In addition, the Company is currently performing monitoring activities at, and in proximity to, its manufacturing site in Sidney, New York. The Company is also engaged in remediating or monitoring environmental conditions at certain of its other manufacturing facilities and has been named as a potentially responsible party for cleanup costs at other off-site disposal sites.

Subsequent to the acquisition of Amphenol from Allied Signal Corporation ("Allied Signal") in 1987 (Allied Signal merged with Honeywell International Inc. in December 1999 ("Honeywell")), the Company and Honeywell were named jointly and severally liable as potentially responsible parties in connection with several environmental cleanup sites. The Company and Honeywell jointly consented to perform certain investigations and remediation and monitoring activities at the Route 8 landfill and the Richardson Hill Road landfill, and they were jointly ordered to perform work at the Sidney landfill, all as referred to above. All of the costs incurred relating to these three sites are currently reimbursed by Honeywell based on an agreement (the "Honeywell Agreement") entered into in connection with the acquisition in 1987. Management does not believe that the costs associated with resolution of these or any other environmental matters will have a material effect on the Company' s consolidated financial condition or results of operations. The environmental investigation, remediation and monitoring activities identified by the Company, including those referred to above, are covered under the Honeywell Agreement.

Since 1987, the Company has not been identified nor has it been named as a potentially responsible party with respect to any other significant on-site or off-site hazardous waste matters. In addition, the Company believes that its manufacturing activities and disposal practices since 1987 have been in material compliance with applicable environmental laws and regulations. Nonetheless, it is possible that the Company will be named as a potentially responsible party in the future with respect to additional Superfund or other sites. Although the Company is unable to predict with any reasonable certainty the extent of its ultimate liability with respect to any pending or future environmental matters, the Company believes, based upon information currently known by management about the Company' s manufacturing activities, disposal practices and estimates of liability with respect to known environmental matters, that any such liability will not have a material effect on the Company' s consolidated financial condition or results of operations.

Other

The Company' s annual report on Form 10-K and all of the Company' s other filings with the Securities and Exchange Commission ("SEC") are available, without charge, on the Company' s web site, www.amphenol.com, as soon as reasonably practicable after they are filed electronically with the SEC. Copies are also available without charge, from Amphenol Corporation, Investor Relations, 358 Hall Avenue, Wallingford, CT 06492.

Cautionary Information for Purposes of Forward Looking Statements

Statements made by the Company in written or oral form to various persons, including statements made in this annual report on Form 10-K and other filings with the SEC, that are not strictly historical facts are "forward looking" statements. Such statements should be considered as subject to uncertainties that exist in the Company' s operations and business environment. Certain of the risk factors, assumptions or uncertainties that could cause the Company to fail to conform with expectations and predictions are described below under the caption "Risk Factors" in Part I, Item IA and elsewhere in this annual report on Form 10-K. Should one or more of these risks or uncertainties occur, or should the Company' s assumptions prove incorrect, actual results may vary materially from those described in this annual report on Form 10-K as anticipated, believed, estimated or expected. We do not intend to update these forward looking statements.

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Item 1A. Risk Factors

Investors should carefully consider the risks described below and all other information in this annual report on Form 10-K. The risks and uncertainties described below are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company or that it currently deems immaterial may also impair the Company' s business and operations.

If actions taken by management to limit, monitor or control financial enterprise risk exposures are not successful, the Company' s business and consolidated financial statements could be materially adversely affected. In such case, the trading price of the Company' s common stock could decline and investors may lose all or part of their investment.

The Company is dependent on the communications industry, including telecommunications and data communications, wireless communications and broadband communications.

Approximately 59% of the Company' s 2011 revenues came from sales to the communications industry, including telecommunication and data communication, wireless communications and broadband communications of which 20% of the Company' s sales came from sales to the wireless device market. Demand for these products is subject to rapid technological change (see below−"The Company is dependent on the acceptance of new product introductions for continued revenue growth"). These markets are dominated by several large manufacturers and operators who regularly exert significant price pressure on their suppliers, including the Company. There can be no assurance that the Company will be able to continue to compete successfully in the communications industry, and the Company' s failure to do so could have an adverse effect on the Company' s financial condition and results of operations.

Approximately 7% and 12% of the Company' s 2011 revenues came from sales to the broadband communications and wireless infrastructure markets, respectively. Demand for the Company' s products in these markets depends primarily on capital spending by operators for constructing, rebuilding or upgrading their systems. The amount of this capital spending and, therefore, the Company' s sales and profitability will be affected by a variety of factors, including general economic conditions, consolidation within the communications industry, the financial condition of operators and their access to financing, competition, technological developments, new legislation and regulation of operators. There can be no assurance that existing levels of capital spending will continue or that spending will not decrease.

Changes in defense expenditures may reduce the Company' s sales.

Approximately 15% of the Company' s 2011 revenues came from sales to the military market. The Company participates in a broad spectrum of defense programs and believes that no one program accounted for more than 1% of its 2011 revenues. The substantial majority of these sales are related to both U.S. and foreign military and defense programs. The Company' s sales are generally to contractors and subcontractors of the U.S. or foreign governments or to distributors that in turn sell to the contractors and subcontractors. Accordingly, the Company' s sales are affected by changes in the defense budgets of the U.S. and foreign governments.

A significant decline in U.S. defense expenditures and foreign government defense expenditures generally could adversely affect the Company' s business and have an adverse effect on the Company' s financial condition and results of operations.

The Company encounters competition in substantially all areas of its business.

The Company competes primarily on the basis of technology innovation, product quality, price, customer service and delivery time. Competitors include large, diversified companies, some of which have substantially greater assets and financial resources than the Company, as well as medium to small companies. There can be no assurance that additional competitors will not enter the Company' s existing markets, nor can there be any assurance that the Company will be able to compete successfully against existing or new competition, and the inability to do so could have an adverse effect on the Company' s business, financial condition and results of operations.

The Company is dependent on the acceptance of new product introductions for continued revenue growth.

The Company estimates that products introduced in the last two years accounted for approximately 24% of 2011 net sales. The Company' s long-term results of operations depend substantially upon its ability to continue to conceive, design, source and market new products and upon continuing market acceptance of its existing and future product lines. In the ordinary course of business, the Company continually develops or creates new product line concepts. If the Company fails to or is significantly delayed in introducing new product line concepts or if the Company' s new products do not meet with market acceptance, its business, financial condition and results of operations may be adversely affected.

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Covenants in the Company' s credit agreements may adversely affect the Company.

The Credit Agreement, amended on June 30, 2011, among the Company, certain subsidiaries of the Company, and a syndicate of financial institutions (the "Revolving Credit Facility") contains financial and other covenants, such as a limit on the ratio of debt to earnings before interest, taxes, depreciation and amortization, a limit on priority indebtedness and limits on incurrence of liens. Although the Company believes none of these covenants is presently restrictive to the Company' s operations, the ability to meet the financial covenants can be affected by events beyond the Company' s control, and the Company cannot provide assurance that it will meet those tests. A breach of any of these covenants could result in a default under the Revolving Credit Facility. Upon the occurrence of an event of default under any of the Company' s credit facilities, the lenders could elect to declare amounts outstanding thereunder to be immediately due and payable and terminate all commitments to extend further credit. If the lenders accelerate the repayment of borrowings, the Company may not have sufficient assets to repay the Revolving Credit Facility and other indebtedness.

Downgrades of the Company' s debt rating could adversely affect the Company' s results of operations and financial condition.

If the credit rating agencies that rate the Company' s debt were to downgrade the Company' s credit rating in conjunction with a deterioration of the Company' s performance, it may increase the Company' s cost of capital and make it more difficult for the Company to obtain new financing, which could adversely affect the Company' s business.

The Company' s results may be negatively affected by changing interest rates.

The Company is subject to market risk from exposure to changes in interest rates based on the Company' s financing activities. As of December 31, 2011, $777.8 million or 56% of the Company' s outstanding borrowings were subject to floating interest rates, primarily LIBOR. The Company has $600.0 million of unsecured Senior Notes due November 2014 outstanding, which were issued at 99.813% of their face value and which have a fixed interest rate of 4.75% (the "4.75% Senior Notes"). In addition, in January 2012, the

Company issued $500.0 million of unsecured Senior Notes due February 2022 at 99.746% of their face value and which have a fixed interest rate of 4.00% (the "4.00% Senior Notes"). The net proceeds from the sale of the 4.00% Senior Notes were used to repay borrowings under the Company' s Revolving Credit Facility.

A 10% change in LIBOR at December 31, 2011would have no material effect on the Company' s interest expense. The Company does not expect changes in interest rates to have a material effect on income or cash flows in 2012, although there can be no assurances that interest rates will not significantly change.

The Company' s results may be negatively affected by foreign currency exchange rates.

The Company conducts business in several international currencies through its worldwide operations, and as a result is subject to foreign exchange exposure due to changes in exchange rates of the various currencies. Changes in exchange rates can positively or negatively affect the Company' s sales, gross margins and equity. The Company attempts to minimize currency exposure risk in a number of ways including producing its products in the same country or region in which the products are sold, thereby generating revenues and incurring expenses in the same currency, cost reduction and pricing actions, and working capital management. However, there can be no assurance that these actions will be fully effective in managing currency risk, especially in the event of a significant and sudden decline in the value of any of the international currencies of the Company' s worldwide operations, which could have an adverse effect on the Company' s results of operations and financial conditions.

The Company is subject to the risks of political, economic and military instability in countries outside the United States.

Non-U.S. markets account for a substantial portion of the Company' s business. During 2011, non-U.S. markets constituted approximately 68% of the Company' s net sales. The Company employs more than 89% of its workforce outside the United States. The Company' s customers are located throughout the world and it has many manufacturing, administrative and sales facilities outside the United States. Because the Company has extensive non-U.S. operations as well as the amount of cash and cash investments that are held at institutions located outside of the U.S., it is exposed to risks that could negatively affect sales, profitability or the liquidity of such cash and cash investments including:

- tariffs, trade barriers and trade disputes;
- regulations related to customs and import/export matters;
- longer payment cycles;
- tax issues, such as tax law changes, examinations by taxing authorities, variations in tax laws from country to country as compared to the United States and difficulties in repatriating cash generated or held abroad in a tax-efficient manner;
- challenges in collecting accounts receivable;
- challenges in repatriating such cash and cash investments if required;
- employment regulations and local labor conditions;
- difficulties protecting intellectual property;
- instability in economic or political conditions, including inflation, recession and actual or anticipated military or political conflicts; and
- the impact of each of the foregoing on outsourcing and procurement arrangements.

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The Company may experience difficulties and unanticipated expense of assimilating newly acquired businesses, including the potential for the impairment of goodwill.

The Company has completed a number of acquisitions in the past few years and anticipates that it will continue to pursue acquisition opportunities as part of its growth strategy. The Company may experience difficulty and unanticipated expense in integrating such acquisitions and the acquisitions may not perform as expected. At December 31, 2011, the total assets of the Company were $4,445.2 million, which included $1,746.1 million of goodwill (the excess of fair value of consideration paid over the fair value of net identifiable assets of businesses acquired). The Company performs annual evaluations for the potential impairment of the carrying value of goodwill. Such evaluations have not resulted in the need to recognize an impairment. However, if the financial performance of the Company' s businesses were to decline significantly, the Company could incur a material non-cash charge to its income statement for the impairment of goodwill.

The Company may experience difficulties in obtaining a consistent supply of materials at stable pricing levels, which could adversely affect its results of operations.

The Company uses basic materials like steel, aluminum, brass, copper, bi-metallic products, silver, gold and plastic resins in its manufacturing processes. Volatility in the prices of such material and availability of supply may have a substantial impact on the price the Company pays for such materials. In addition, to the extent such cost increases cannot be recovered through sales price increases or productivity improvements, the Company' s margin may decline.

The Company may not be able to attract and retain key employees.

The Company' s continued success depends upon its continued ability to hire and retain key employees at its operations around the world. Any difficulties in obtaining or retaining the management and other human resource competencies that the Company needs to achieve its business objectives may have an adverse effect on the Company' s performance.

Changes in general economic conditions and other factors beyond the Company' s control may adversely impact its business.

The following factors could adversely impact the Company' s business:

- A global economic slowdown in any of the Company' s market segments.
- The effects of significant changes in monetary and fiscal policies in the U.S. and abroad including significant income tax changes, currency fluctuations and unforeseen inflationary pressures.
- Rapid material escalation of the cost of regulatory compliance and litigation.
- Unexpected government policies and regulations affecting the Company or its significant customers.
- Unforeseen intergovernmental conflicts or actions, including but not limited to armed conflict and trade wars.
- Unforeseen interruptions to the Company' s business with its largest customers, distributors and suppliers resulting from but not limited to, strikes, financial instabilities, computer malfunctions, inventory excesses or natural disasters.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

The Company' s fixed assets include plants and warehouses and a substantial quantity of machinery and equipment, most of which is general purpose machinery and equipment using tools and fixtures and in many instances having automatic control features and special adaptations. The Company' s plants, warehouses, machinery and equipment are in good operating condition, are well maintained, and substantially all of its facilities are in regular use. The Company considers the present level of fixed assets along with planned capital expenditures as suitable and adequate for operations in the current business environment. At December 31, 2011, the Company operated a total of 260 plants, warehouses and offices of which (a) the locations in the U.S. had approximately 2.6 million square feet, of which 1.0 million square feet were leased; (b) the locations outside the U.S. had approximately 7.4 million square feet,

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of which 5.5 million square feet were leased; and (c) the square footage by segment was approximately 9.0 million square feet and 1.0 million square feet for the Interconnect Products and Assemblies segment and the Cable Products segment, respectively.

The Company believes that its facilities are suitable and adequate for the business conducted therein and are being appropriately utilized for their intended purposes. Utilization of the facilities varies based on demand for the products. The Company continuously reviews its anticipated requirements for facilities and, based on that review, may from time to time acquire or lease additional facilities and/or dispose of existing facilities.

Item 3. Legal Proceedings

The Company and its subsidiaries have been named as defendants in several legal actions in which various amounts are claimed arising from normal business activities. Although the amount of any ultimate liability with respect to such matters cannot be precisely determined, in the opinion of management, such matters are not expected to have a material effect on the Company' s financial condition or results of operations.

Item 4. Mine Safety Disclosures

Not applicable.

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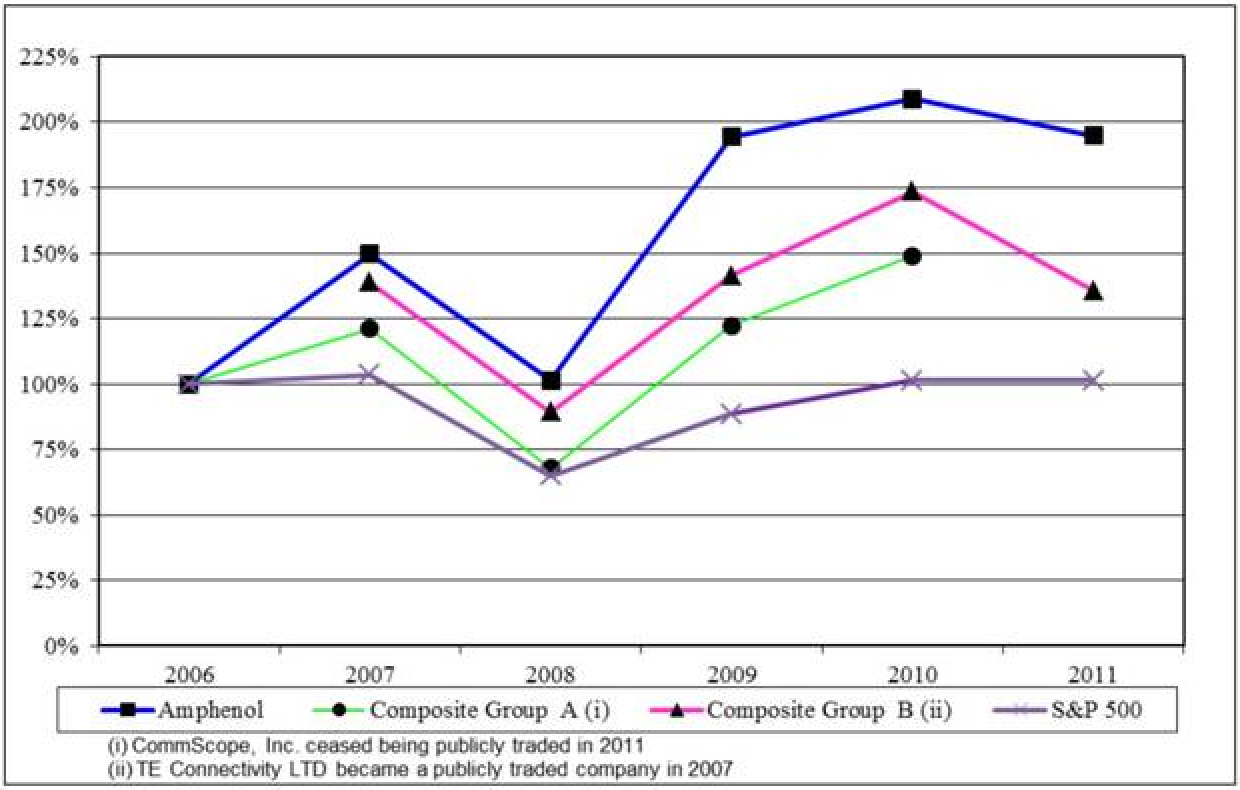
PART II

Item 5. Market for the Registrant' s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company effected the initial public offering of its Class A Common Stock in November 1991. The Company' s common stock has been listed on the New York Stock Exchange since that time under the symbol "APH." The following table sets forth on a per share basis the high and low sales prices for the common stock for both 2011 and 2010 as reported on the New York Stock Exchange.

	2011		2010	
	High	Low	High	Low
First Quarter	$ 59.11	$ 50.54	$ 47.01	$ 37.78
Second Quarter	57.34	49.41	47.83	38.40
Third Quarter	55.76	40.02	49.98	38.36
Fourth Quarter	50.51	38.98	54.07	47.37

The below graph compares the performance of Amphenol over a period of five years ending December 31, 2011 with the performance of the Standard & Poor' s 500 Stock Index and the average performance of a composite group consisting of peer corporations on a line-of-business basis. The Company is excluded from this group. The corporations comprising Composite Group A are CommScope, Inc., Hubbell Incorporated, Methode Electronics, Inc., Molex, Inc., and Thomas & Betts Corporation. In 2011, CommScope, Inc. ceased being publicly traded, therefore Composite Group B is shown without CommScope, Inc. and including Hubbell Incorporated, Methode Electronics, Inc., Molex, Inc., and Thomas & Betts Corporation and TE Connectivity LTD. The Company determined that TE Connectivity LTD. is a peer corporation on a line of business basis; information for TE Connectivity LTD. became available in 2007, as shown below. Total Daily Compounded Return indices reflect reinvested dividends and are weighted on a market capitalization basis at the time of each reported data point.



As of January 31, 2012, there were 40 holders of record of the Company' s common stock. A significant number of outstanding shares of common stock are registered in the name of only one holder, which is a nominee of The Depository Trust Company, a securities depository for banks and brokerage firms. The Company believes that there are a significant number of beneficial owners of its common stock.

After declaration by the Board of Directors, the Company paid a quarterly dividend on its common stock of $.015 per share in 2010 and 2011. The Company paid its fourth quarterly dividend in the amount of $2.4 million or $.015 per share on January 3, 2012

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to shareholders of record as of December 14, 2011. Cumulative dividends declared during 2011 and 2010 were $10.1 million and $10.4 million, respectively. Total dividends paid in 2011 were $10.3 million, including those declared in 2010 and paid in 2011, and total dividends paid in 2010 were $10.4 million, including those declared in 2009 and paid in 2010. On January 26, 2012, the Company' s Board of Directors approved the first quarter 2012 dividend on its common stock in the amount of $.105 per share. This represents an increase in the quarterly dividend from $.015 to $.105 per share effective with the first quarter 2012 dividend, which will be paid in April 2012. The Company intends to retain the remainder of its earnings not used for dividend payments to provide funds for the operation and expansion of the Company' s business (including acquisition-related activity), to repurchase shares of its common stock and to repay outstanding indebtedness.

The Company's Revolving Credit Facility, amended June 30, 2011, contains financial covenants and restrictions, some of which may limit the Company's ability to pay dividends, and any future indebtedness that the Company may incur could limit its ability to pay dividends.

The following table summarizes the Company's equity compensation plan information as of December 31, 2011.

	Equity Compensation Plan Information		
Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance
Equity compensation plans approved by security holders	14,016,900	$ 38.00	7,684,550
Equity compensation plans not approved by security holders	–	–	–
Total	14,016,900	$ 38.00	7,684,550

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Repurchase of Equity Securities

In January 2011, the Company announced that its Board of Directors authorized a stock repurchase program under which the Company may repurchase up to 20 million shares of its common stock during the three year period ending January 31, 2014 (the "Program"). During the twelve months ended December 31, 2011, the Company repurchased 13.4 million shares of its common stock for approximately $672.2 million. These treasury shares have been or will be retired by the Company and common stock and accumulated earnings were reduced accordingly. The price and timing of any such purchases under the Program after December 31, 2011 will depend on factors such as levels of cash generation from operations, the volume of stock option exercises by employees, cash requirements for acquisitions, economic and market conditions and stock price. As of December 31, 2011, 6.6 million shares of common stock may be repurchased under the Program. Through February 17, 2012, the Company has repurchased an additional 1.1 million shares of its common stock for $60.6 million. At February 17, 2012, approximately 5.5 million additional shares of common stock may be repurchased under the Program.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs at end of Period
January 1 to January 31, 2011	–	$ –	–	–
February 1 to February 28, 2011	955,591	56.91	955,591	19,044,409
March 1 to March 31, 2011	2,397,598	55.94	2,397,598	16,646,811
April 1 to April 30, 2011	948,415	53.03	948,415	15,698,396
May 1 to May 31, 2011	1,301,785	55.10	1,301,785	14,396,611
June 1 to June 30, 2011	976,900	51.59	976,900	13,419,711
July 1 to July 31, 2011	–	–	–	13,419,711
August 1 to August 31, 2011	3,641,900	45.12	3,641,900	9,777,811
September 1 to September 30, 2011	206,200	42.17	206,200	9,571,611

October 1 to October 31, 2011	395,800	40.10	395,800	9,175,811
November 1 to November 30, 2011	2,604,200	46.97	2,604,200	6,571,611
December 1 to December 31, 2011	–	–	–	6,571,611
Total	13,428,389	$ 50.06	13,428,389	

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Item 6. Selected Financial Data

(dollars in thousands, except per share data)

	2011	2010	2009	2008	2007
Operations					
Net sales	$ 3,939,786	$ 3,554,101	$ 2,820,065	$ 3,236,471	$ 2,851,041
Net income attributable to Amphenol Corporation	524,191(1)	496,405(2)	317,834(3)	419,151	353,194
Net income per common share–Diluted	3.05(1)	2.82(2)	1.83(3)	2.34	1.94
Financial Condition					
Cash, cash equivalents and short-term investments	$ 648,934	$ 624,229	$ 422,383	$ 219,415	$ 186,301
Working capital	1,538,822	1,337,140	917,236	701,032	703,327
Total assets	4,445,225	4,015,857	3,219,184	2,994,159	2,675,733
Long-term debt, including current portion	1,377,129	799,992	753,449	786,459	722,636
Shareholders' equity attributable to Amphenol Corporation	2,171,769	2,320,855	1,746,077	1,349,425	1,264,914
Weighted average shares outstanding–Diluted	171,825,588	176,325,993	173,941,752	178,813,013	182,503,969
Cash dividends declared per share	$ 0.06	$ 0.06	$ 0.06	$ 0.06	$ 0.06

(1) Includes (a) a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of $4.5 million, or $0.03 per share, (b) a contingent payment adjustment of approximately $17.8 million, less a tax expense of $6.6 million, or $0.06 per share after taxes, (c) a charge for expenses incurred in connection with a flood at the Company' s Sidney, NY facility of $21.5 million, less a tax benefit of $7.9 million, or $0.08 per share after taxes and (d) acquisition related charges of $2.0 million, less a tax benefit of $0.2 million, or $0.01 per share after taxes. Net income per diluted common share for the year ended December 31, 2011, excluding the effects of these items is $3.05.

(2) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of $20.7 million, or $0.12 per share. Net income per diluted common share for the year ended December 31, 2010, excluding the effect of this item is $2.70.

(3) Includes (a) a charge for expenses incurred in the early extinguishment of interest rate swaps of $4.6 million, less a tax benefit of $1.2 million, or $0.02 per share after taxes as well as (b) a tax benefit related to a reserve adjustment from the completion of the audit of certain of the Company' s prior year tax returns of $3.6 million, or $0.02 per share. Net income per diluted common share for the year ended December 31, 2009, excluding the effects of these items is $1.83.

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Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the results of operations for the three fiscal years ended December 31, 2011, 2010 and 2009 has been derived from and should be read in conjunction with the consolidated financial statements included in Part II, Item 8 herein.

Overview

The Company is a global designer, manufacturer and marketer of interconnect and cable products. In 2011, approximately 68% of the Company' s sales were outside the U.S. The primary end markets for our products are:

- information technology and communication systems for the converging technologies of voice, video and data communications;

- a broad range of industrial applications including factory automation and motion control systems, medical and industrial instrumentation, mass transportation, alternative energy, natural resource exploration, and traditional and hybrid-electrical automotive applications; and

- commercial aerospace and military applications.

The Company' s products are used in a wide variety of applications by numerous customers. The Company encounters competition in its markets and competes primarily on the basis of technology innovation, product quality, price, customer service and delivery time. There has been a trend on the part of OEM customers to consolidate their lists of qualified suppliers to companies that have a global presence, can meet quality and delivery standards, have a broad product portfolio and design capability and have competitive prices. The Company has focused its global resources to position itself to compete effectively in this environment. The Company believes that its global presence is an important competitive advantage as it allows the Company to provide quality products on a timely and worldwide basis to its multinational customers.

The Company' s strategy is to provide comprehensive design capabilities, a broad selection of products and a high level of service in the areas in which it competes. The Company focuses its research and development efforts through close collaboration with its OEM customers to develop highly-engineered products that meet customer needs and have the potential for broad market applications and significant sales within a one-to-three year period. The Company is also focused on controlling costs. The Company does this by investing in modern manufacturing technologies, controlling purchasing processes and expanding into lower cost areas.

The Company' s strategic objective is to further enhance its position in its served markets by pursuing the following success factors:

- Focus on customer needs;
- Design and develop performance-enhancing interconnect solutions;
- Establish a strong global presence in resources and capabilities;
- Preserve and foster a collaborative, entrepreneurial management structure;
- Maintain a culture of controlling costs; and
- Pursue strategic acquisitions

For the year ended December 31, 2011, the Company reported net sales, operating income and net income attributable to Amphenol Corporation of $3,939.8 million, $751.7 million and $524.2 million, respectively; up 11%, 7% and 6%, respectively, from 2010. Sales and profitability trends are discussed in detail in “Results of Operations” below. In addition, a strength of the Company has been its ability to consistently generate cash. The Company uses cash generated from operations to fund capital expenditures and acquisitions, repurchase shares of its common stock, pay dividends and reduce indebtedness. In 2011, the Company generated operating cash flow of $565.2 million.

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Results of Operations

The following table sets forth the components of net income attributable to Amphenol Corporation as a percentage of net sales for the periods indicated.

	Year Ended December 31,		
	2011	2010	2009
Net sales	100.0%	100.0%	100.0%
Cost of sales	68.4	67.4	68.6
Casualty loss related to flood	0.5	–	–
Change in contingent acquisition-related obligations	(0.5)	–	–
Acquisition-related expenses	0.1	–	–
Selling, general and administrative expenses	12.4	12.9	14.1
Operating income	19.1	19.7	17.3
Interest expense	(1.1)	(1.2)	(1.3)
Early extinguishment of interest rate swaps	–	–	(0.2)
Other income (expense), net	0.2	0.1	–
Income before income taxes	18.2	18.6	15.8
Provision for income taxes	(4.8)	(4.5)	(4.2)
Net income	13.4	14.1	11.6
Net income attributable to noncontrolling interests	(0.1)	(0.1)	(0.3)
Net income attributable to Amphenol Corporation	13.3%	14.0%	11.3%

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2011 Compared to 2010

Net sales were $3,939.8 million for the year ended December 31, 2011 compared to $3,554.1 million for 2010, an increase of 11% in U.S. dollars, 9% in local currencies and 6% organically (excluding both currency and acquisition impacts). Sales of interconnect products and assemblies in 2011 (approximately 93% of net sales) increased 11% in U.S. dollars, 10% in local currencies and 7% organically compared to 2010 ($3,666.0 million in 2011 versus $3,293.1 million in 2010) driven by strength in the wireless devices, automotive, industrial, and commercial aerospace markets. Sales to the wireless devices market increased (approximately $195.4 million), primarily due to increased smart wireless device and tablet computer demand. Sales to the automotive market increased (approximately $101.0 million) driven primarily by new electronics applications as well as from the impact of two acquisitions made during the year. Industrial market sales increased (approximately $71.3 million), primarily reflecting increased sales to alternative energy, oil and gas and heavy equipment markets. Sales to the commercial aerospace market increased (approximately $36.0 million), primarily due to higher airplane production volumes as well as next generation jet liner production. This was partially offset by reductions in sales to the military aerospace market (approximately $9.5 million), primarily due to reductions in procurement by defense contractors related to budget uncertainties and also due to the approximately $18.0 million business interruption impact from the flood at the Company' s Sidney, New York facility in early September 2011 as further described below (the "Flood Impact"), partially offset by acquisition growth from a 2010 acquisition and a reduction in sales to the wireless infrastructure market (approximately $21.7 million), primarily due to slowed demand at base station/equipment manufacturers. Sales of cable products in 2011 (approximately 7% of net sales) increased 5% in U.S. dollars and 3% in local currencies compared to 2010 ($273.7 million in 2011 versus $261.0 million in 2010), primarily due to increased spending in South American wireless infrastructure markets during the year, partially offset by lower spending in broadband communications markets.

Geographically, sales in the U.S. in 2011 increased approximately 1% ($1,268.9 million in 2011 versus $1,258.2 million in 2010) compared to 2010. International sales for 2011 increased approximately 16% in U.S. dollars and 14% in local currencies ($2,670.9 million in 2011 versus $2,296.0 million in 2010) compared to 2010 with particular strength in Asia. The comparatively weaker U.S. dollar in 2011 had the effect of increasing net sales by approximately $59.6 million when compared to foreign currency translation rates in 2010.

The gross profit margin as a percentage of net sales was 31.6% in 2011 compared to 32.6% in 2010. The operating margin for the Interconnect Products and Assemblies segment decreased approximately 0.5% compared to the prior year, as a result of the impacts of increases in input costs primarily due to higher commodity prices. These impacts were partially offset by the positive impacts of higher volume, cost reduction actions and price increases. The operating margins for the Cable Products segment decreased 0.9%, primarily as a result of higher relative material costs.

The Company incurred damage at its Sidney, New York manufacturing facility as a result of severe and sudden flooding in New York State in early September 2011. As separately presented in the Consolidated Statements of Income, the Company recorded a charge of $21.5 million ($13.5 million after taxes), for property-related damage, as well as cleanup and repair efforts incurred through December 31, 2011, net of insurance recoveries. This charge includes the Company' s loss for damaged inventory and machinery and equipment. The Sidney facility had limited manufacturing and sales activity primarily during the third quarter of 2011, but the plant was substantially back to full production by the end of the fourth quarter of 2011.

During the year ended December 31, 2011, the Company reassessed, based on current 2011 performance expectations, a contingent acquisition-related obligation which would have been payable in 2012 related to a 2010 acquisition (Note 3). Performance expectations were reduced as a result of a softening in demand in the defense market and the related deferral of certain defense related programs to periods beyond 2011 and therefore outside the contractual earn-out period. Therefore, it was determined that the payment related to 2011 profitability levels was no longer probable and the Company adjusted the remaining contingent consideration liability of $17.8 million as a gain in operating income as separately presented in the Consolidated Statements of Income. Based on the actual 2011 results of the acquired company, it has been determined that the 2012 contingent consideration payment is in fact not payable. This adjustment had an impact of $11.2 million on net income, or $0.06 per share, for the year ended December 31, 2011.

As separately presented in the Consolidated Statements of Income, the Company incurred $2.0 million of acquisition-related expenses in 2011 in connection with an acquisition made in the fourth quarter in the Interconnect Products and Assemblies segment.

Selling, general and administrative expenses were $486.3 million and $457.9 million in 2011 and 2010, or approximately 12% and 13% of net sales for 2011 and 2010, respectively. Selling and marketing expenses increased approximately $10.4 million in 2011 due primarily to the higher sales volume and the impact on related costs such as freight and employee-related costs. Research and development expenditures increased approximately $11.3 million in 2011, reflecting increases in expenditures for new product development and represented approximately 2% of sales for both 2011 and 2010. Administrative expenses increased approximately $6.7 million in 2011, primarily related to increases in stock-based compensation expense, salaries and employee-related benefits and amortization of acquisition related identified intangible assets, and represented approximately 5% of sales for both 2011 and 2010.

Interest expense was $43.0 million for 2011 compared to $40.7 million for 2010. The increase is primarily attributed to higher average debt levels related to the Company' s stock repurchase program (Note 7), partially offset by lower average borrowing costs.

Other income, net, was $8.1 million for 2011 compared to $4.1 million for 2010, primarily related to interest income on higher levels of cash, cash equivalents and short-term investments.

The provision for income taxes was at an effective rate of 26.2% in 2011 and 24.3% in 2010. The 2011 and 2010 tax rates reflect a reduction in tax expense of $4.5 million and $20.7 million, respectively, relating primarily to reserve adjustments from the favorable settlement of certain tax positions and the completion of prior year audits. Excluding these adjustments, the Company' s effective tax rate for 2011 and 2010 was 26.8% and 27.4%, respectively.

The Company operates in over sixty tax jurisdictions, and at any point in time has numerous audits underway at various stages of completion. With few exceptions, the Company is subject to income tax examinations by tax authorities for the years 2008 and after. The Company is generally not able to precisely estimate the ultimate settlement amounts or timing until the close of an audit. The Company evaluates its tax positions and establishes liabilities for uncertain tax positions that may be challenged by local authorities and may not be fully sustained, despite the Company' s belief that the underlying tax positions are fully supportable. As of December 31, 2011, the amount of the liability for unrecognized tax benefits, which if recognized would impact the effective tax rate, was approximately $21.9 million, the majority of which is included in other long-term liabilities in the accompanying Consolidated Balance Sheets. Unrecognized tax benefits are reviewed on an ongoing basis and are adjusted for changing facts and circumstances, including progress of tax audits and closing of statute of limitations. Based on information currently available, management anticipates that over the next twelve month period, audit activity could be completed and statutes of limitations may close relating to existing unrecognized tax benefits of approximately $3.8 million.

2010 Compared to 2009

Net sales were $3,554.1 million for the year ended December 31, 2010 compared to $2,820.1 million for 2009, an increase of 26% in U.S. dollars and in local currencies and 22% organically (excluding both currency and acquisition impacts). Sales of interconnect products and assemblies in 2010 (approximately 93% of net sales) increased 28% in U.S. dollars and 29% in local currencies compared to 2009 ($3,293.1 million in 2010 versus $2,566.6 million in 2009). Sales increased in all of the Company' s major end markets, including the telecommunications and data communications, wireless communications, industrial, military/aerospace and automotive markets as a result of a broad strengthening from a product, customer and geographic perspective and to a lesser extent from acquisitions. Sales to the telecommunications and data communications market increased (approximately $202.7 million) primarily due to increased sales of high speed interconnect products for servers and switching as well as network and storage equipment. The wireless communications market sales increased (approximately $181.3 million) in all areas, including the wireless device market, primarily related to higher handset and tablet computer demand and in the wireless infrastructure market due to higher cell site installation demand, which also drove higher demand at base station/equipment manufacturers. Industrial market sales increased (approximately $163.9 million) primarily reflecting increased sales to the geophysical and oil and gas, alternative energy, factory automation and instrumentation markets. Sales to the military/aerospace markets increased (approximately $125.2 million), primarily due to higher demand in the defense market and to a lesser extent the commercial market. Sales to the automotive market increased (approximately $42.8 million) primarily due to the increased demand in the European and U.S. automotive markets including the ramp up of new hybrid electric vehicle platforms. Sales of cable products in 2010 (approximately 7% of net sales) increased 3% in U.S. dollars and were relatively flat in local currencies compared to 2009 ($261.0 million in 2010 versus $253.5 million in 2009), primarily attributed to an increase in spending in international broadband communications markets, partially offset by lower spending in North American broadband communications markets.

Geographically, sales in the U.S. in 2010 increased approximately 26% ($1,258.2 million in 2010 versus $1,001.7 million in 2009) compared to 2009. International sales for 2010 increased approximately 26% both in U.S. dollars and in local currencies ($2,296.0 million in 2010 versus $1,818.3 million in 2009) compared to 2009. The comparatively weaker U.S. dollar in 2010 had the effect of increasing net sales by approximately $1.1 million when compared to foreign currency translation rates in 2009.

The gross profit margin as a percentage of net sales was 32.6% in 2010 compared to 31.4% in 2009. The operating margin for interconnect products and assemblies increased approximately 2.3% compared to the prior year, primarily as a result of higher volume levels combined with the proactive and aggressive management of all elements of costs. Cable operating margins decreased 1.7% primarily as a result of higher relative material costs and the impact of market price reductions.

Selling, general and administrative expenses were $457.9 million and $397.6 million in 2010 and 2009, or approximately 13% and 14% of net sales for 2010 and 2009, respectively. The increase in expense in 2010 is primarily attributable to increases in the major components of selling, general and administrative expenses. Selling and marketing expenses increased approximately $17.1 million in 2010 due primarily to the higher sales volume and the impact on related costs such as freight and employee costs. Research and development expenditures increased approximately $13.6 million, reflecting increases in expenditures for new product development and represented approximately 2% of sales for both 2010 and 2009. Administrative expenses increased approximately $29.6 million, primarily related to an increase in stock-based compensation expense, amortization of identified intangible assets and employee incentive payments, and represented approximately 5% of sales for both 2010 and 2009.

Interest expense was $40.7 million for 2010 compared to $36.6 million for 2009. The increase is primarily attributable to the inclusion of fees of $1.5 million in 2010 on the Company' s Receivables Securitization Facility in interest expense (included in other expense, net in 2009) in accordance with the adoption of the Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") *No. 2009-16, Accounting for Transfers of Financial Assets* ("ASU 2009-16"), which was effective January 1, 2010 (Note 2) and is also attributable to one-time expenses of $0.5 million for the early extinguishment of the Company' s previous credit facility and a full year of deferred debt issue costs in the 2010 related to the Senior Notes issuance in November 2009.

The provision for income taxes was at an effective rate of 24.3% in 2010 and 26.7% in 2009. The 2010 tax rate reflects a reduction in tax expense of $20.7 million relating primarily to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits. The 2009 tax rate reflects a reduction in tax expense of $3.6 million for tax reserve adjustments relating to the completion of the audit of certain of the Company' s prior year tax returns. Excluding these adjustments, the Company' s effective tax rate for 2010 and 2009 was 27.4% and 27.5%, respectively.

The Company operates in over fifty tax jurisdictions, and at any point in time has numerous audits underway at various stages of completion. With few exceptions, the Company is subject to income tax examinations by tax authorities for the years 2007 and after. The Company is generally not able to precisely estimate the ultimate settlement amounts or timing until the close of an audit. The Company evaluates its tax positions and establishes liabilities for uncertain tax positions that may be challenged by local authorities and may not be fully sustained, despite the Company' s belief that the underlying tax positions are fully supportable. As of

December 31, 2010, the amount of the liability for unrecognized tax benefits, which if recognized would impact the effective tax rate, was approximately $23.3 million, the majority of which is included in other long-term liabilities in the accompanying Consolidated Balance Sheets. Unrecognized tax benefits are reviewed on an ongoing basis and are adjusted for changing facts and circumstances, including progress of tax audits and closing of statute of limitations.

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Liquidity and Capital Resources

Cash flow provided by operating activities was $565.2 million for 2011 compared to $424.9 million for 2010. Cash flow provided by operating activities for the 2010 period includes the effect of adoption of FASB ASU 2009-16, which became effective January 1, 2010 and resulted in a decrease to cash flow provided by operating activities of $82.0 million in 2010. The increase in cash flow provided by operating activities for 2011 compared to 2010 (excluding the effect of adoption of ASU 2009-16 in 2010) is primarily due to increases in net income and non-cash expenses, including a casualty loss related to the flood, depreciation and amortization and stock-based compensation, as well as a decrease in other long-term assets primarily related to deferred income taxes, partially offset by an increase in components of working capital and a non-cash change in contingent acquisition-related obligations.

The components of working capital as presented on the accompanying Consolidated Statements of Cash Flow increased $110.3 million in 2011 due primarily to increases in inventory, accounts receivable, and other current assets of $88.5 million, $9.7 million, $8.9 million, respectively, and a decrease of $27.5 million in accounts payable, partially offset by a $24.3 million increase in accrued liabilities. The components of working capital increased $120.1 million in 2010 due primarily to increases in accounts receivable, inventory, and other current assets of $157.7 million, $65.2 million, $5.6 million, respectively, partially offset by a $76.9 million increase in accounts payable and a $31.5 million increase in accrued liabilities. The components of working capital decreased $125.6 million in 2009 due primarily to decreases in accounts receivable, inventory and other current assets of $96.6 million, $76.3 million and $6.0 million, respectively, partially offset by a $31.7 million decrease in accounts payable, a $3.0 million decrease in accounts receivable sold under the Company' s receivable securitization program and $2.6 million decrease in accrued liabilities.

The following represents the significant changes in the amounts as presented on the accompanying Consolidated Balance Sheets in 2011. Accounts receivable increased $48.6 million to $767.2 million resulting from higher sales levels, the impact of acquisitions of $34.8 million and translation resulting from the comparatively weaker U.S. dollar at December 31, 2011 compared to December 31, 2010 ("Translation"). Days sales outstanding increased to approximately 71 days from 68 days in 2010. Inventory increased $100.7 million to $649.9 million, primarily due to the impact of higher sales activity, a planned increase in certain raw materials due to expected increases in commodity prices, the increase of certain inventory to support first quarter 2012 sales and the impact of acquisitions of $19.0 million. Inventory days at December 31, 2011 and 2010 were 89 and 77, respectively. Other current assets increased $15.1 million to $115.3 million, primarily due to an increase in the fair value of a foreign exchange forward contract as well as increases in VAT-related receivables and deferred taxes. Land and depreciable assets, net, increased $13.5 million to $380.5 million reflecting capital expenditures of $100.2 million, as well as assets from acquisitions of approximately $28.5 million offset by depreciation of $101.6 million and disposals of $13.2 million, which included a write-off of certain flood damaged assets. Goodwill increased $212.8 million to $1,746.1 million, primarily as a result of two acquisitions in the Interconnect Products and Assemblies segment completed during the year. Other long-term assets increased $13.9 million to $137.4 million, primarily due to an increase in identifiable intangible assets resulting from 2011 acquisitions. Accounts payable decreased $7.1 million to $377.9 million, primarily as a result of a decrease in days payable and also due to accelerated payments for certain commodities, partially offset by the impact of acquisitions of $13.4 million and Translation. Total accrued expenses decreased $5.4 million to $264.3 million, primarily due to the payment of acquisition-related contingent consideration of $40.0 million, partially offset by an increase in accrued income taxes of $22.0 million and Translation. Accrued pension and post-employment benefit obligations increased $30.4 million due primarily to an increase in the projected benefit obligation as a result of a lower discount rate assumption. Other long-term liabilities decreased $7.8 million to $34.1 million, primarily due to the reduction in an acquisition-related contingent payment obligation of $17.8 million, partially offset by an increase in deferred tax liabilities.

In 2011, cash flow provided by operating activities of $565.2 million, net borrowings of $569.2 million, proceeds from the exercise of stock options including excess tax benefits from stock-based payment arrangements of $32.1 million, proceeds from the disposal of fixed assets of $8.1 million, and the change in cash and cash equivalents of $10.8 million were used to fund purchases of treasury stock of $672.2 million, acquisition-related payments of $303.3 million, capital expenditures of $100.2 million, contingent acquisition-related obligation payments of $40.0 million, net purchases of short-term investments of $35.5 million, payments to shareholders of noncontrolling interests of $30.0 million and dividend payments of $10.3 million.

In 2010, cash flow provided by operating activities of $424.9 million, proceeds from the exercise of stock options including excess tax benefits from stock-based payment arrangements of $61.3 million, net borrowings of $45.4 million and proceeds from disposal of fixed assets of $1.9 million were used to fund acquisition-related payments of $180.4 million, capital expenditures of $109.5 million, net purchases of short-term investments of $60.2 million, payments to shareholders of noncontrolling interests of $24.6 million, dividend payments of $10.4 million, and to fund fees and expenses in connection with refinancing the Company' s Revolving Credit Facility of $7.0 million, which resulted in an increase in cash and cash equivalents of $141.3 million.

At December 31, 2011 and 2010, the Company had cash, cash equivalents and short-term investments of $648.9 million and $624.2 million, respectively. The majority of these amounts are located outside of the U.S. The Company does not intend to repatriate these funds. However, any repatriation of funds would result in the need to accrue and pay income taxes.

In November 2009, the Company issued $600.0 million principal amount of unsecured 4.75% Senior Notes due November 2014 (the "4.75% Senior Notes") at 99.813% of their face value. Interest on the 4.75% Senior Notes is payable semi-annually on May 15 and November 15 of each year to the holders of record as of the immediately preceding May 1 and November 1. The Company may, at its option, redeem some or all of the 4.75% Senior Notes at any time by paying a make-whole premium, plus accrued and unpaid interest, if any, to the date of repurchase. The 4.75% Senior Notes are unsecured and rank equally in right of payment with the Company' s other unsecured senior indebtedness. The fair value of the 4.75% Senior Notes at December 31, 2011 was approximately $643.0 million based on recent bid prices.

In January 2012, the Company issued $500.0 million principal amount of unsecured 4.00% Senior Notes due February 2022 (the "4.00% Senior Notes") at 99.746% of their face value. Net proceeds from the sale of the 4.00% Senior Notes were used to repay borrowings under the Company' s Revolving Credit Facility. Interest on the 4.00% Senior Notes is payable semi-annually on February 1 and August 1 of each year, beginning August 1, 2012, to the holders of record as of the immediately preceding January 15 and July 15. The Company may, at its option, redeem some or all of the 4.00% Senior Notes at any time by paying 100% of the principal amount, plus accrued and unpaid interest, if any, to the date of repurchase, plus a make-whole premium (if redeemed prior to November 1, 2021). The 4.00% Senior Notes are unsecured and rank equally in right of payment with the Company' s other unsecured senior indebtedness.

In June 2011, the Company amended its $1,000.0 million unsecured credit facility (the "Revolving Credit Facility") to reduce borrowing costs and to extend the maturity date from August 2014 to July 2016. At December 31, 2011, borrowings and availability under the Revolving Credit Facility were $692.4 million and $307.6 million, respectively. As of December 31, 2011, the interest rate on borrowings under the Revolving Credit Facility was at a spread over LIBOR. The Revolving Credit Facility requires payment of certain annual agency and commitment fees and requires that the Company satisfy certain financial covenants. At December 31, 2011, the Company was in compliance with the financial covenants under the Revolving Credit Facility. The Company paid fees and expenses of approximately $2.1 million related to the amendment, which were deferred and are being amortized as interest expense through the amended maturity date of the Revolving Credit Facility.

A subsidiary of the Company has entered into a Receivables Securitization Facility with a financial institution whereby the subsidiary can sell an undivided interest of up to $100.0 million in a designated pool of qualified accounts receivable (the "Receivables Securitization Facility"). The Company services, administers and collects the receivables on behalf of the purchaser. The Receivables

Securitization Facility includes certain covenants, provides for various events of termination. In accordance with previous accounting guidance, the receivables sold under the Receivables Securitization Facility were accounted for off-balance sheet as sales of receivables. The Company adopted FASB ASU 2009-16 on January 1, 2010. As a result, the Company no longer accounts for the value of the outstanding undivided interest held by investors under the Receivables Securitization Facility as a sale. In addition, transfers of receivables occurring on or after January 1, 2010 are reflected as debt issued in the Company' s Consolidated Statements of Cash Flow, and the value of the outstanding undivided interest held by investors at December 31, 2010 and December 31, 2011 is accounted for as a secured borrowing and is included in the Company' s Consolidated Balance Sheets as long-term debt. At December 31, 2011, borrowings under the Receivables Securitization Facility were $81.7 million. Additionally, in accordance with ASU 2009-16, fees incurred in connection with the Receivables Securitization Facility are included in interest expense. Such fees were approximately $1.6 million, $1.5 million, and $1.5 million for 2011, 2010 and 2009, respectively. In January 2012, the Company amended the Receivable Securitization Facility to reduce certain fees and amend the expiration date to January 2013.

The carrying value of borrowings under the Company' s Revolving Credit Facility and Receivables Securitization Facility approximated their fair value at December 31, 2011.

The Company had $24.9 million of issued and unused letters of credit at December 31, 2011.

The Company' s primary ongoing cash requirements will be for operating and capital expenditures, product development activities, repurchase of its common stock, funding of pension obligations, dividends and debt service. The Company may also use cash to fund all or part of the cost of acquisitions. The Company expects that capital expenditures in 2012 will be approximately $110 to $130 million. On January 26, 2012, the Company' s Board of Directors approved the first quarter 2012 dividend on its common stock in the amount of $.105 per share. This represents an increase in the quarterly dividend from $.015 to $.105 per share effective with the first quarter 2012 dividend, which will be paid in April 2012. Cumulative dividends declared and paid during 2011 were $10.3 million, including those declared in 2010 and paid in 2011. The Company' s debt service requirements consist primarily of principal and interest on Senior Notes, the Revolving Credit Facility and its Receivables Securitization Facility.

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The Company' s primary sources of liquidity are internally generated cash flow, the Revolving Credit Facility, the Receivables Securitization Facility and cash, cash equivalents and short-term investments. The Company expects that ongoing cash requirements will be funded from these sources; however, the Company' s sources of liquidity could be adversely affected by, among other things, a decrease in demand for the Company' s products, a deterioration in certain of the Company' s financial ratios or a deterioration in the quality of the Company' s accounts receivable. However, management believes that the Company' s cash, cash equivalents and short-term investment position, ability to generate strong cash flow from operations, availability under its Revolving Credit Facility and its Receivables Securitization Facility will allow it to meet its obligations for the next twelve months.

In January 2011, the Company announced that its Board of Directors authorized a stock repurchase program under which the Company may repurchase up to 20 million shares of its common stock during the three year period ending January 31, 2014 (the "Program"). During the twelve months ended December 31, 2011, the Company repurchased 13.4 million shares of its common stock for approximately $672.2 million. These treasury shares have been or will be retired by the Company and common stock and accumulated earnings were reduced accordingly. The price and timing of any such purchases under the Program after December 31, 2011 will depend on factors such as levels of cash generation from operations, the volume of stock option exercises by employees, cash requirements for acquisitions, economic and market conditions and stock price. As of December 31, 2011, 6.6 million shares of common stock may be repurchased under the Program. Through February 17, 2012, the Company has repurchased an additional 1.1 million shares of its common stock for $60.2 million. At February 17, 2012, approximately 5.5 million additional shares of common stock may be repurchased under the Program.

Environmental Matters

Subsequent to the acquisition of Amphenol from Allied Signal Corporation (“Allied Signal”) in 1987 (Allied Signal merged with Honeywell International Inc. in December 1999 (“Honeywell”)), the Company and Honeywell were named jointly and severally liable as potentially responsible parties in connection with several environmental cleanup sites. The Company and Honeywell jointly consented to perform certain investigations and remediation and monitoring activities at two sites, the “Route 8” landfill and the “Richardson Hill Road” landfill, and they were jointly ordered to perform work at another site, the “Sidney” landfill. All of the costs incurred relating to these three sites are currently reimbursed by Honeywell based on an agreement (the “Honeywell Agreement”) entered into in connection with the acquisition in 1987. Management does not believe that the costs associated with resolution of these or any other environmental matters will have a material effect on the Company’ s consolidated financial condition or results of operations. The environmental investigations, remediation and monitoring activities identified by the Company, including those referred to above, are covered under the Honeywell Agreement.

Inflation and Costs

The cost of the Company’ s products is influenced by the cost of a wide variety of raw materials, including precious metals such as gold and silver used in plating; aluminum, copper, brass and steel used for contacts; shells and cable; and plastic materials used in molding connector bodies, inserts and cable. The Company strives to offset the impact of increases in the cost of raw materials, labor and services through price increases, productivity improvements and cost saving programs. However, in certain markets, particularly in the communications related markets, this can be difficult and there is no guarantee that the Company will be successful.

Foreign Exchange

The Company conducts business in several international currencies through its worldwide operations, and as a result is subject to foreign exchange exposure due to changes in exchange rates of the various currencies. Changes in exchange rates can positively or negatively affect the Company’ s sales, gross margins and equity. The Company attempts to minimize currency exposure risk in a number of ways including producing its products in the same country or region in which the products are sold, thereby generating revenues and incurring expenses in the same currency, cost reduction and pricing actions, and working capital management. However, there can be no assurance that these actions will be fully effective in managing currency risk, especially in the event of a significant and sudden decline in the value of any of the international currencies of the Company’ s worldwide operations.

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New Accounting Pronouncements

In September 2011, the FASB issued Accounting Standards Update (“ASU”) 2011-08, *Intangibles - Goodwill and Other* (“ASU 2011-08”), which allows an entity the option to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under this amendment, an entity is not required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment of events and circumstances, that it is more likely than not that its fair value is less than its carrying amount. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company will consider this update when performing its annual impairment assessment in the third quarter of 2012.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income* (“ASU 2011-05”). ASU 2011-05 requires companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity. ASU 2011-05 is effective for interim and annual periods beginning after December 15, 2011 and is applied retrospectively. The Company has adopted this update and presented the Consolidated Statements of Comprehensive Income immediately following the Consolidated Statements of Income.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"). ASU 2011-04 improves comparability of fair value measurements presented and disclosed in financial statements prepared with U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements including (1) the application of the highest and best use and valuation premise concepts, (2) measuring the fair value of an instrument classified in a reporting entity' s shareholders' equity, and (3) quantitative information required for fair value measurements categorized within Level 3 of the fair value hierarchy. ASU 2011-04 also provides guidance on measuring the fair value of financial instruments managed within a portfolio, and application of premiums and discounts in a fair value measurement. In addition, ASU 2011-04 requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The amendments in this guidance are to be applied prospectively, and are effective for interim and annual periods beginning after December 15, 2011. The Company does not expect that the adoption of this update will have a material effect on its financial statements.

Pensions

The Company and certain of its domestic subsidiaries have two defined benefit pension plans ("U.S. Plans"), which, cover certain U.S. employees and which represent the majority of the plan assets and benefit obligations of the aggregate defined benefit plans of the Company. The U.S. Plans' benefits are generally based on years of service and compensation and are generally noncontributory. Certain U.S. employees not covered by the U.S. Plans are covered by defined contribution plans. Certain foreign subsidiaries also have defined benefit plans covering their employees (the "International Plans"). The pension expense for the U.S. Plans and International Plans (the "Plans") approximated $19.1 million, $18.0 million and $16.5 million in 2011, 2010 and 2009, respectively, and is calculated based upon a number of actuarial assumptions established on January 1 of the applicable year, including a weighted-average discount rate, rate increase of future compensation levels, and an expected long-term rate of return on the respective Plans' assets.

The discount rate used by the Company for valuing pension liabilities is based on a review of high quality corporate bond yields with maturities approximating the remaining life of the projected benefit obligations. The discount rate for the U.S. Plans on this basis was 4.45% at December 31, 2011 and 5.20% at December 31, 2010. Although future changes to the discount rate are unknown, had the discount rate increased or decreased 50 basis points, the accrued benefit obligation would have decreased or increased by approximately $21.0 million.

In developing the expected long-term rate of return assumption for the U.S. Plans, the Company evaluated input from its external actuaries and investment consultants as well as long-term inflation assumptions. Projected returns by such consultants are based on broad equity and bond indices. The Company also considered its historical twenty-year compounded return of approximately 9%, which has been in excess of these broad equity and bond benchmark indices. The expected long-term rate of return on the U.S. Plans' assets is based on an asset allocation assumption of 60% with equity managers, with an expected long-term rate of return of approximately 9% and 40% with fixed income managers, with an expected long-term rate of return of approximately 7%. As of December 31, 2011, the asset allocation was 62% with equity managers and 37% with fixed income managers and 1% in cash. As of December 31, 2010, the asset allocation was 59% with equity managers and 36% with fixed income managers and 5% in cash. The Company believes that the long-term asset allocation on average will approximate 60% with equity managers and 40% with fixed income managers. The Company regularly reviews the actual asset allocation and periodically rebalances investments to its targeted

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allocation when considered appropriate. Based on this methodology, the Company' s expected long-term rate of return assumption to determine the accrued benefit obligation of the U.S. Plans at both December 31, 2011 and 2010 is approximately 8.25%, respectively.

The Company made cash contributions to the Plans of $22.8 million and $17.3 million in 2011 and 2010, respectively. The total liability for accrued pension and post-employment benefit obligations under the Company' s pension and post-retirement benefit plans increased in 2011 to $210.3 million ($3.2 million of which is included in other accrued expenses representing required contributions to be made during 2012 for unfunded foreign plans) from $179.9 million in 2010 primarily due to a reduction of the discount rate assumption compared to 2010. The Company estimates that, based on current actuarial calculations, it will make a cash contribution to the Plans in 2012 of approximately $26.0 million, most of which is related to the U.S. Plans. Cash contributions in subsequent years will depend on a number of factors including the investment performance of the respective Plans' assets.

The Company offers various defined contribution plans for U.S. and foreign employees. Participation in these plans is based on certain eligibility requirements. The Company matches the majority of employee contributions to the U.S. defined contribution plans with cash contributions up to a maximum of 5% of eligible compensation. The Company provided matching contributions of approximately $2.5 million and $2.2 million in 2011 and 2010, respectively.

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates are adjusted as new information becomes available. The Company' s significant accounting policies are set forth below.

Revenue Recognition - The Company' s primary source of revenues is from product sales to its customers. Revenue from sales of the Company' s products is recognized at the time the goods are delivered and title passes, provided the earning process is complete and revenue is measurable. Delivery is determined by the Company' s shipping terms, which are primarily freight on board shipping point. Revenue is recorded at the net amount to be received after deductions for estimated discounts, allowances and returns. These estimates and reserves are determined and adjusted as needed based upon historical experience, contract terms and other related factors. The shipping costs for the majority of the Company' s sales are paid directly by the Company' s customers. In the broadband communications market (approximately 7% of consolidated sales in 2011), the Company pays for shipping cost to the majority of its customers. Shipping costs are also paid by the Company for certain customers in the Interconnect Products and Assemblies segment. Amounts billed to customers related to shipping costs are immaterial and are included in net sales. Shipping costs incurred to transport products to the customer which are not reimbursed are included in selling, general and administrative expense.

Inventories - Inventories are stated at the lower of standard cost, which approximates average cost, or market. Provisions for slow-moving and obsolete inventory are made based on historical experience and product demand. Should future product demand change, existing inventory could become slow-moving or obsolete, and provisions would be increased accordingly.

Depreciable Assets - Property, plant and equipment are carried at cost less accumulated depreciation. The appropriateness and the recoverability of the carrying value of such assets are periodically reviewed taking into consideration current and expected business conditions. The Company has not recorded any significant impairments.

Goodwill - The Company performs its annual evaluation for the impairment of goodwill for the Company' s reporting units as of each June 30. The Company has determined that its reporting units are its two reportable business segments "Interconnect Products and Assemblies" and "Cable Products", as the components of these reportable business segments have similar economic characteristics. Goodwill impairment for each reporting unit is evaluated using a two-step approach requiring the Company to determine the fair value of the reporting unit and to compare that to the carrying value of the reporting unit. If the carrying value exceeded the fair value, the goodwill of the reporting unit would be potentially impaired and a second step of testing would be performed to measure the impairment loss. The second step of the goodwill impairment test would require the comparison of the implied fair value of reporting unit goodwill to the carrying amount of that goodwill. If the carrying amount of reporting unit goodwill exceeds its fair value, an impairment loss would be recognized in an amount equal to the excess. The second step of the goodwill impairment test was not required.

As of June 30, 2011, and for each previous year in which the impairment test has been performed, the estimated fair value of the Company' s reporting units exceeded their carrying values and therefore no impairment was recognized.

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Defined Benefit Plan Obligation - The defined benefit plan obligation is based on significant assumptions such as mortality rates, discount rates and plan asset rates of return as determined by the Company in consultation with the respective benefit plan actuaries and investment advisors.

Income Taxes **-** Deferred income taxes are provided for revenue and expenses which are recognized in different periods for income tax and financial statement reporting purposes. At December 31, 2011, the cumulative amount of undistributed earnings of foreign affiliated companies was approximately $2.1 billion. Deferred income taxes are not provided on undistributed earnings of foreign affiliated companies which are considered to be permanently invested. It is not practicable to estimate the amount of tax that might be payable if undistributed earnings were to be repatriated as there is a significant amount of uncertainty with respect to the tax impact of the remittance of these earnings due to the fact that dividends received from foreign subsidiaries could bring additional foreign tax credits, which could ultimately reduce the U.S. tax cost of the dividend. These uncertainties are further complicated by the significant number of foreign tax jurisdictions involved. Deferred tax assets are regularly assessed for recoverability based on both historical and anticipated earnings levels and a valuation allowance is recorded when it is more likely than not that these amounts will not be recovered. The tax effects of an uncertain tax position taken or expected to be taken in income tax returns are recognized only if it is "more likely than not" to be sustained on examination by the taxing authorities, based on its technical merits as of the reporting date. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. The Company includes estimated interest and penalties related to unrecognized tax benefits in the provision for income taxes.

The significant accounting policies are more fully described in Note 1 to the Company' s Consolidated Financial Statements.

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Disclosures about contractual obligations and commitments

The following table summarizes the Company' s known obligations to make future payments pursuant to certain contracts as of December 31, 2011, as well as an estimate of the timing in which such obligations are expected to be satisfied.

	Payment Due By Period				
Contractual Obligations (dollars in thousands)	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Debt (1)	$ 1,377,129	$ 298	$ 682,135	$ 694,696	$ –
Interest related to 4.75% Senior Notes	85,500	28,500	57,000	–	–
Operating leases	74,441	27,315	32,172	13,482	1,472
Purchase obligations	168,991	167,295	1,696	–	–

Accrued pension and post employment benefit obligations (2)	56,315	25,721	8,503	8,042	14,049
Total (3)	$ 1,762,376	$ 249,129	$ 781,506	$ 716,220	$ 15,521

(1) The Company has excluded expected interest payments on the Revolving Credit Facility and the Receivables Securitization Facility from the above table, as this calculation is largely dependent on average debt levels the Company expects to have during each of the years presented. The actual interest payments made related to the Revolving Credit Facility and Receivables Securitization Facility in 2011 were $13.7 million, including amortization of the fees related to the amendment of the Revolving Credit Facility. Expected debt levels, and therefore expected interest payments, are difficult to predict, as they are significantly impacted by such items as future acquisitions, repurchases of treasury stock, dividend payments as well as payments or additional borrowing made to reduce or increase the underlying revolver balance.

(2) Included in this table are estimated benefit payments expected to be made under the Company' s unfunded pension and post-retirement benefit plans. The Company also maintains several funded pension and post-retirement benefit plans, the most significant of which covers its U.S. employees. Over the past several years, there has been no minimum requirement for Company contributions to the U.S. Plans due to prior contributions made in excess of minimum requirements, however, the Company did make a voluntary contribution of approximately $20.0 million in 2011. An anticipated minimum required contribution of approximately $21.2 million was included in the above table related to the U.S. Plans for 2012. It is not possible to reasonably estimate expected required contributions in the above table after 2012 since several assumptions are required to calculate minimum required contributions, such as the discount rate and expected returns on pension assets.

(3) As of December 31, 2011, the Company has non-current liabilities of approximately $21.9 million recognized in accordance with the *Income Taxes* topic of the Accounting Standards Codification. These liabilities have been excluded from the above table due to the high degree of uncertainty regarding the timing of potential future cash flows; it is difficult to make a reasonably reliable estimate of the amount and period in which these liabilities might be paid.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company, in the normal course of doing business, is exposed to a variety of risks, including market risks associated with foreign currency exchange rates and changes in interest rates.

Foreign Currency Exchange Rate Risk

The Company conducts business in several international currencies through its worldwide operations, and as a result is subject to foreign exchange exposure due to changes in exchange rates of the various currencies. Changes in exchange rates can positively or negatively affect the Company' s sales, gross margins and equity. The Company attempts to minimize currency exposure risk in a number of ways including producing its products in the same country or region in which the products are sold, thereby generating revenues and incurring expenses in the same currency, cost reduction and pricing actions, and working capital management. However, there can be no assurance that these actions will be fully effective in managing currency risk, especially in the event of a significant and sudden decline in the value of any of the international currencies of the Company' s worldwide operations.

As of December 31, 2011, the Company had foreign currency rate protection in the form of forward contracts that effectively fixed a Hong Kong dollar denominated intercompany debt obligation of 1,202.3 million Hong Kong dollars into a fixed euro denominated obligation expiring in November 2012 concurrent with the underlying loan. The Company does not engage in purchasing forward exchange contracts for trading or speculative purposes.

Refer to Note 5 of the Consolidated Financial Statements for a discussion of derivative financial instruments.

Interest Rate Risk

Outstanding borrowings under the Company' s Revolving Credit Facility are subject to floating interest rates, primarily LIBOR. At December 31, 2011, the Company' s average LIBOR rate was 0.29%. A 10% change in the LIBOR interest rate at December 31, 2011 would have no material effect on interest expense. The Company does not expect changes in interest rates to have a material effect on income or cash flows in 2012, although there can be no assurances that interest rates will not significantly change.

In November 2009, the Company issued $600.0 million of 4.75% Senior Notes at 99.813% of their face value due in November 2014 with a fixed interest rate of 4.75%. In January 2012, the Company issued $500.0 million of 4.00% Senior Notes at 99.746% of their face value due in February 2022 with a fixed interest rate of 4.00%. Proceeds were used to repay borrowings under the Revolving Credit Facility.

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Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm
To the Board of Directors and Shareholders of
Amphenol Corporation
Wallingford, Connecticut

We have audited the accompanying consolidated balance sheets of Amphenol Corporation and subsidiaries (the "Company") as of December 31, 2011 and 2010, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flow for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedule listed in the Index at Item 15. We also have audited the Company' s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company' s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control. Our responsibility is to express an opinion on these financial statements and financial statement schedule and an opinion on the Company' s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company' s internal control over financial reporting is a process designed by, or under the supervision of, the company' s principal executive and principal financial officers, or persons performing similar functions, and effected by the company' s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company' s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company' s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Amphenol Corporation and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control − Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

As discussed in Note 1 to the consolidated financial statements, the Company has changed its method of presenting comprehensive income in 2011 due to the adoption of Financial Accounting Standards Board Accounting Standards Update No. 2011-05, Presentation of Comprehensive Income. The change in presentation has been applied retrospectively to all periods presented.

/s/ DELOITTE & TOUCHE LLP
Hartford, Connecticut
February 24, 2012

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AMPHENOL CORPORATION
Consolidated Statements of Income
(dollars in thousands, except per share data)

	Year Ended December 31,		
	2011	**2010**	**2009**
Net sales	$ 3,939,786	$ 3,554,101	$ 2,820,065
Cost of sales	2,696,126	2,395,873	1,933,511
Gross profit	1,243,660	1,158,228	886,554
Casualty loss related to flood	21,479	−	−
Change in contingent acquisition-related obligations	(17,813)	−	−
Acquisition-related expenses	2,000	−	−

Selling, general and administrative expenses	486,316	457,871	397,641
Operating income	751,678	700,357	488,913
Interest expense	(43,029)	(40,741)	(36,586)
Early extinguishment of interest rate swaps	–	–	(4,575)
Other income (expense), net	8,103	4,072	(1,225)
Income before income taxes	716,752	663,688	446,527
Provision for income taxes	(187,910)	(161,275)	(119,311)
Net income	528,842	502,413	327,216
Less: Net income attributable to noncontrolling interests	(4,651)	(6,008)	(9,382)
Net income attributable to Amphenol Corporation	$ 524,191	$ 496,405	$ 317,834
Net income per common share − Basic	$ 3.09	$ 2.86	$ 1.85
Weighted average common shares outstanding − Basic	169,640,115	173,785,650	171,607,643
Net income per common share − Diluted	$ 3.05	$ 2.82	$ 1.83
Weighted average common shares outstanding - Diluted	171,825,588	176,325,993	173,941,752
Dividends declared per common share	$ 0.06	$ 0.06	$ 0.06

See accompanying notes to consolidated financial statements.

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AMPHENOL CORPORATION

Consolidated Statements of Comprehensive Income

(dollars in thousands, except per share data)

	Year Ended December 31,		
	2011	2010	2009
Net income	$ 528,842	$ 502,413	$ 327,216
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments	(9,679)	18,504	22,521
Revaluation of derivatives	(287)	2,363	13,354
Defined benefit plan liability adjustment	(24,859)	(4,495)	3,354
Total other comprehensive income (loss), net of tax	(34,825)	16,372	39,229
Total comprehensive income	494,017	518,785	366,445
Less: Comprehensive income attributable to noncontrolling interests	(5,126)	(7,047)	(8,110)
Comprehensive income attributable to Amphenol Corporation	$ 488,891	$ 511,738	$ 358,335

See accompanying notes to consolidated financial statements.

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AMPHENOL CORPORATION
Consolidated Balance Sheets
(dollars in thousands, except per share data)

	December 31,	
	2011	2010
Assets		
Current Assets:		
Cash and cash equivalents	$ 515,086	$ 525,888
Short-term investments	133,848	98,341
Total cash, cash equivalents and short-term investments	648,934	624,229
Accounts receivable, less allowance for doubtful accounts of $11,113 and $14,946, respectively	767,181	718,545
Inventories, net:		
Raw materials and supplies	210,886	162,439
Work in process	255,581	231,719
Finished goods	183,395	155,011
	649,862	549,169
Other current assets	115,260	100,187
Total current assets	2,181,237	1,992,130
Land and depreciable assets:		
Land	21,930	19,400
Buildings and improvements	159,573	158,426
Machinery and equipment	854,867	800,178
	1,036,370	978,004
Accumulated depreciation	(655,869)	(611,008)
	380,501	366,996
Goodwill	1,746,113	1,533,299
Other long-term assets	137,374	123,432
	$ 4,445,225	$ 4,015,857
Liabilities & Equity		
Current Liabilities:		
Accounts payable	$ 377,867	$ 384,963
Accrued salaries, wages and employee benefits	83,810	75,183
Accrued income taxes	87,315	65,311
Accrued acquisition-related obligations	–	39,615
Other accrued expenses	93,125	89,566
Short-term debt	298	352
Total current liabilities	642,415	654,990
Long-term debt (Note 2)	1,376,831	799,640
Accrued pension and post-employment benefit obligations	207,049	176,636
Other long-term liabilities	34,144	41,876

Commitments and contingent liabilities (Notes 2, 10 and 16)		
Equity:		
Class A Common Stock, $.001 par value; 500,000,000 shares authorized; 163,122,474 and 175,550,683 shares issued and outstanding at December 31, 2011 and 2010, respectively	163	176
Additional paid-in capital	189,166	144,855
Accumulated earnings	2,102,497	2,260,581
Accumulated other comprehensive loss	(120,057)	(84,757)
Total shareholders' equity attributable to Amphenol Corporation	2,171,769	2,320,855
Noncontrolling interests	13,017	21,860
Total equity	2,184,786	2,342,715
	$ 4,445,225	$ 4,015,857

See accompanying notes to consolidated financial statements.

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AMPHENOL CORPORATION

Consolidated Statements of Changes in Equity

(dollars in thousands, shares in millions)

	Common Stock		Additional Paid in Capital	Accumulated	Accum. Other Comprehensive	Treasury	Noncontrolling	Total
	Shares	Amount	(Deficit)	Earnings	Income (Loss)	Stock	Interests	Equity
Balance January 1, 2009	171	$ 171	$ 22,746	$ 1,467,099	$ (140,591)	$ –	$ 19,144	$ 1,368,569
Net income				317,834			9,382	327,216
Translation adjustments					23,793		(1,272)	22,521
Revaluation of interest rate derivatives					13,354			13,354
Defined benefit plan liability adjustment					3,354			3,354
Purchase of noncontrolling interests			(14,529)				(1,367)	(15,896)
Acquisitions resulting in noncontrolling interests							983	983
Distributions to shareholders of noncontrolling interests							(10,129)	(10,129)
Stock compensation			131					131
Stock options exercised, including tax benefit	2	3	42,780					42,783
Dividends declared				(10,308)				(10,308)
Stock-based compensation expense			20,240					20,240
Balance December 31, 2009	173	$ 174	$ 71,368	$ 1,774,625	$ (100,090)	$ –	$ 16,741	$ 1,762,818
Net income				496,405			6,008	502,413

Translation adjustments					17,465		1,039	18,504
Revaluation of interest rate derivatives					2,363			2,363
Defined benefit plan liability adjustment					(4,495)			(4,495)
Purchase of noncontrolling interests			(12,375)				(7,792)	(20,167)
Acquisitions resulting in noncontrolling interests							10,285	10,285
Distributions to shareholders of noncontrolling interests							(4,421)	(4,421)
Stock options exercised, including tax benefit	3	2	60,477					60,479
Dividends declared				(10,449)				(10,449)
Stock-based compensation expense			25,385					25,385
Balance December 31, 2010	176	$ 176	$ 144,855	$ 2,260,581	$ (84,757)	$ –	$ 21,860	$ 2,342,715
Net income				524,191			4,651	528,842
Translation adjustments					(10,154)		475	(9,679)
Revaluation of forward contract derivatives					(287)			(287)
Defined benefit plan liability adjustment					(24,859)			(24,859)
Purchase of noncontrolling interests			(15,962)				(8,892)	(24,854)
Distributions to shareholders of noncontrolling interests							(5,077)	(5,077)
Purchase of treasury stock						(672,191)		(672,191)
Retirement of treasury stock	(13)	(13)		(672,178)		672,191		–
Stock options exercised, including tax benefit			31,594					31,594
Dividends declared				(10,097)				(10,097)
Stock-based compensation expense			28,679					28,679
Balance December 31, 2011	163	$ 163	$ 189,166	$ 2,102,497	$ (120,057)	$ –	$ 13,017	$ 2,184,786

See accompanying notes to consolidated financial statements.

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AMPHENOL CORPORATION

Consolidated Statements of Cash Flow

(dollars in thousands)

	Year Ended December 31,		
	2011	**2010**	**2009**

Net income	$ 528,842	$ 502,413	$ 327,216
Adjustments for cash from operating activities:			
Depreciation and amortization	119,439	102,846	98,524
Net change in receivables sold under Receivables Securitization Facility (Note 2)	–	(82,000)	(3,000)
Stock-based compensation expense	28,679	25,385	20,240
Non-cash casualty loss related to flood	10,388	–	–
Change in contingent acquisition related obligations	(17,813)	–	–
Excess tax benefits from stock-based payment arrangements	(5,995)	(14,692)	(16,085)
Net change in operating assets and liabilities:			
Accounts receivable	(9,664)	(157,657)	96,588
Inventory	(88,486)	(65,179)	76,332
Other current assets	(8,890)	(5,637)	6,017
Accounts payable	(27,547)	76,932	(31,709)
Accrued income taxes	26,947	(3,996)	16,920
Other accrued liabilities	(2,613)	35,466	(19,494)
Accrued pension and post employment benefits	(5,660)	(1,247)	6,526
Other long-term assets	17,114	11,658	8,842
Other	466	601	(4,620)
Cash flow provided by operating activities	565,207	424,893	582,297
Cash flow from investing activities:			
Additions to property, plant and equipment	(100,222)	(109,458)	(63,058)
Proceeds from disposal of fixed assets	8,118	1,851	3,224
Purchases of short-term investments	(181,880)	(198,228)	(46,786)
Sales and maturities of short-term investments	146,373	138,012	13,444
Acquisitions, net of cash acquired	(303,273)	(180,402)	(280,014)
Cash flow used in investing activities	(430,884)	(348,225)	(373,190)
Cash flow from financing activities:			
Long-term borrowings under credit facilities (Note 2)	873,200	793,406	609,648
Repayments of long-term debt	(301,900)	(748,017)	(1,241,582)
Borrowings under senior notes	–	–	598,878
Settlement of interest rate swap agreements	–	–	(4,575)
Payment of fees and expenses related to debt financing	(2,125)	(6,975)	(4,650)
Purchase and retirement of treasury stock	(672,191)	–	–
Proceeds from exercise of stock options	26,086	46,616	25,481
Excess tax benefits from stock-based payment arrangements	5,995	14,692	16,085
Payment of contingent acquisition-related obligations	(40,000)	–	–
Distributions to and purchases of noncontrolling interests	(29,931)	(24,588)	(23,328)
Dividend payments	(10,282)	(10,413)	(10,279)
Cash flow (used in) provided by financing activities	(151,148)	64,721	(34,322)
Effect of exchange rate changes on cash and cash equivalents	6,023	(114)	(5,159)
Net change in cash and cash equivalents	(10,802)	141,275	169,626
Cash and cash equivalents balance, beginning of year	525,888	384,613	214,987
Cash and cash equivalents balance, end of year	$ 515,086	$ 525,888	$ 384,613

Cash paid during the year for:						
Interest	$	40,489	$	40,124	$	38,532
Income taxes		144,175		133,068		117,122

See accompanying notes to consolidated financial statements.

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AMPHENOL CORPORATION
Notes to Consolidated Financial Statements
(dollars in thousands, except per share data)

Note 1¬Summary of Significant Accounting Policies

Operations

Amphenol Corporation ("Amphenol" or the "Company") operates two business segments which consist of manufacturing and selling interconnect products and assemblies, and manufacturing and selling cable products. The Company sells its products to customer locations worldwide.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions made by management include the fair value of acquired assets and liabilities, stock-based compensation, pension obligations, gains or losses on derivative instruments, accounting for income taxes, inventories, goodwill and other matters that affect the consolidated financial statements and related disclosures. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned and majority owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and liquid investments with an original maturity of less than three months. The carrying amounts approximate fair values of those instruments, the majority of which are in non-U.S. bank accounts.

Accounts Receivable

Accounts receivable is stated at net realizable value. The Company regularly reviews accounts receivable balances and adjusts the receivable reserves as necessary whenever events or circumstances indicate the carrying value may not be recoverable.

Inventories

Inventories are stated at the lower of standard cost, which approximates average cost, or market. The principal components of cost included in inventories are materials, direct labor and manufacturing overhead. The Company regularly reviews inventory quantities on hand and evaluates the realizability of inventories and adjusts the carrying value as necessary based on forecasted product demand.

Depreciable Assets

Property, plant and equipment are carried at cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over the respective asset lives determined on a composite basis by asset group or on a specific item basis using the estimated useful lives of such assets, which range from 3 to 12 years for machinery and equipment and 20 to 40 years for buildings. Leasehold building improvements are depreciated over the shorter of the lease term or estimated useful life. It is the Company' s policy to periodically review fixed asset lives. Depreciation expense is included in both cost of sales and selling, general and administrative expense in the Consolidated Statements of Income based on the specific categorization and use of the underlying asset being depreciated. The Company assesses the impairment of property and equipment subject to depreciation, whenever events or changes in circumstances indicate the carrying value may not be recoverable. Factors the Company considers important, which could trigger an impairment review, include significant changes in the manner of our use of the asset, significant changes in historical trends in operating performance, significant changes in projected operating performance, and significant negative economic trends. There have been no significant impairments recorded as a result of such reviews during any of the periods presented.

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Goodwill

The Company performs its annual evaluation for the impairment of goodwill for the Company' s reporting units as of each June 30. The Company has defined its reporting units as the two reportable business segments "Interconnect Products and Assemblies" and "Cable Products", as the components of these reportable business segments have similar economic characteristics. Goodwill impairment for each reporting unit is evaluated using a two-step approach requiring the Company to determine the fair value of the reporting unit and to compare that to the carrying value of the reporting unit. If the carrying value exceeded the fair value, the goodwill of the reporting unit would be potentially impaired and a second step of testing would be performed to measure the impairment loss. The second step of the goodwill impairment test would require the comparison of the implied fair value of reporting unit goodwill to the carrying amount of that goodwill. If the carrying amount of reporting unit goodwill exceeds its fair value, an impairment loss would be recognized in an amount equal to the excess. The second step of the goodwill impairment test was not required during any of the periods presented in the accompanying Consolidated Financial Statements. As of June 30, 2011, and for each previous year in which the impairment test has been performed, the estimated fair value of the Company' s reporting units exceeded their carrying values and therefore no impairment was recognized.

Intangible Assets

Intangible assets are included in other long-term assets and consist primarily of proprietary technology, customer relationships and license agreements and are amortized over the estimated periods of benefit. The Company assesses the impairment of long-lived assets, other than goodwill, including identifiable intangible assets subject to amortization, whenever significant events or significant changes in circumstances indicate the carrying value may not be recoverable. Factors the Company considers important, which could trigger an impairment review, include significant changes in the manner of the use of the asset, changes in historical trends in operating performance, significant changes in projected operating performance, and significant negative economic trends. There have been no impairments recorded during any of the periods presented as a result of such reviews.

Revenue Recognition

The Company' s primary source of revenues is from product sales to its customers. Revenue from sales of the Company' s products is recognized at the time the goods are delivered and title passes, provided the earning process is complete and revenue is measurable. Delivery is determined by the Company' s shipping terms, which are primarily FOB shipping point. Revenue is recorded at the net amount to be received after deductions for estimated discounts, allowances and returns. These estimates and related reserves are determined and adjusted as needed based upon historical experience, contract terms and other related factors.

The shipping costs for the majority of the Company' s sales are paid directly by the Company' s customers. In the broadband communications market (approximately 7% of consolidated sales in 2011), the Company pays for shipping costs to the majority of its customers. Shipping costs are also paid by the Company for certain customers in the Interconnect Products and Assemblies segment. Amounts billed to customers related to shipping costs are immaterial and are included in net sales. Shipping costs incurred to transport products to the customer which are not reimbursed are included in selling, general and administrative expense.

Retirement Pension Plans

Costs for retirement pension plans include current service costs and amortization of prior service costs over the average working life expectancy. It is the Company' s policy to fund current pension costs taking into consideration minimum funding requirements and maximum tax deductible limitations. The expense of retiree medical benefit programs is recognized during the employees' service with the Company as well as amortization of a transition obligation previously recognized. The recognition of expense for retirement pension plans and medical benefit programs is significantly impacted by estimates made by management such as discount rates used to value certain liabilities, expected return on assets and future health care costs. The Company uses third-party specialists to assist management in appropriately measuring the expense associated with pension and other post-retirement plan benefits.

Stock Options

The Company accounts for its option awards based on the fair value of the award at the date of grant and recognizes compensation expense over the service period that the awards are expected to vest. The Company recognizes expense for stock-based compensation with graded vesting on a straight-line basis over the vesting period of the entire award. Stock-based compensation expense includes the estimated effects of forfeitures, and estimates of forfeitures are adjusted over the requisite service period to the extent actual forfeitures differ, or are expected to differ from such estimates. Changes in estimated forfeitures are recognized in the period of change and also impact the amount of expense to be recognized in future periods. The Company' s income before income taxes was reduced by $28,679 ($20,720 after tax), $25,385 ($18,070 after tax) and $20,240 ($14,398 after tax) for the years ended

December 31, 2011, 2010 and 2009, respectively, related to the expense incurred for stock-based compensation plans, which is included in selling, general and administrative expenses in the accompanying Consolidated Statements of Income.

The fair value of stock options has been estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	2011	2010	2009
Risk free interest rate	1.7%	2.2%	2.2%
Expected life	4.6 years	5.6 years	5.6 years
Expected volatility	28.0%	33.0%	34.0%
Expected dividend yield	0.1%	0.1%	0.2%

Income Taxes

Deferred income taxes are provided for revenue and expenses which are recognized in different periods for income tax and financial statement reporting purposes. At December 31, 2011, the cumulative amount of undistributed earnings of foreign affiliated companies was approximately $2,100,000. Deferred income taxes are not provided on undistributed earnings of foreign affiliated companies which are considered to be permanently invested. It is not practicable to estimate the amount of tax that might be payable if undistributed earnings were to be repatriated as there is a significant amount of uncertainty with respect to the tax impact of the remittance of these earnings due to the fact that dividends received from foreign subsidiaries could bring additional foreign tax credits, which could ultimately reduce the U.S. tax cost of the dividend. These uncertainties are further complicated by the significant number of foreign tax jurisdictions involved. Deferred tax assets are regularly assessed for recoverability based on both historical and anticipated earnings levels and a valuation allowance is recorded when it is more likely than not that these amounts will not be recovered. The tax effects of an uncertain tax position taken or expected to be taken in income tax returns are recognized only if it is "more likely than not" to be sustained on examination by the taxing authorities, based on its technical merits as of the reporting date. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. The Company includes estimated interest and penalties related to unrecognized tax benefits in the provision for income taxes.

Foreign Currency Translation

The financial position and results of operations of the Company' s significant foreign subsidiaries are measured using local currency as the functional currency. Assets and liabilities of such subsidiaries have been translated at current exchange rates and related revenues and expenses have been translated at weighted average exchange rates. The aggregate effect of translation adjustments is included as a component of accumulated other comprehensive income (loss) within equity. Transaction gains and losses related to operating assets and liabilities are included in selling, general and administrative expense, and those related to non-operating assets and liabilities are included in other expense, net.

Research and Development

Costs incurred in connection with the development of new products and applications are expensed as incurred. Research and development expenses for the creation of new and improved products and processes were $88,877, $77,570 and $63,978, for the years 2011, 2010 and 2009, respectively.

Environmental Obligations

The Company recognizes the potential cost for environmental remediation activities when site assessments are made, remediation efforts are probable and related amounts can be reasonably estimated; potential insurance reimbursements are not recorded. The Company assesses its environmental liabilities as necessary and appropriate through regular reviews of contractual commitments, site assessments, feasibility studies and formal remedial design and action plans.

Net Income per Common Share

Basic income per common share is based on the net income attributable to Amphenol Corporation for the year divided by the weighted average number of common shares outstanding. Diluted income per common share assumes the exercise of outstanding, dilutive stock options using the treasury stock method.

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Derivative Financial Instruments

Derivative financial instruments, which are periodically used by the Company in the management of its interest rate and foreign currency exposures, are accounted for as cash flow hedges. Gains and losses on derivatives designated as cash flow hedges resulting from changes in fair value are recorded in accumulated other comprehensive income (loss), and subsequently reflected in net income in a manner that matches the timing of the actual income or expense of such instruments with the hedged transaction. Any ineffective portion of the change in the fair value of designated hedging instruments is included in the Consolidated Statements of Income.

New Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-08, *Intangibles - Goodwill and Other* ("ASU 2011-08"), which allows an entity the option to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under this amendment, an entity is not required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment of events and circumstances, that it is more likely than not that its fair value is less than its carrying amount. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company will consider this update when performing its annual impairment assessment in the third quarter of 2012.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income* ("ASU 2011-05"). ASU 2011-05 requires companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. ASU 2011-05 is effective for interim and annual periods beginning after December 15, 2011 and is applied retrospectively. The Company has adopted this update and presented the Consolidated Statements of Comprehensive Income immediately following the Consolidated Statements of Income.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"). ASU 2011-04 improves comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements including (1) the application of the highest and best use and valuation premise concepts, (2) measuring the fair value of an instrument classified in a reporting entity's shareholders' equity, and (3) quantitative information required for fair value measurements categorized within Level 3 of the fair value hierarchy. ASU 2011-04 also provides guidance on measuring the fair value of financial instruments managed within a portfolio, and application of premiums and discounts in a fair value measurement. In addition, ASU 2011-04 requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The amendments in this guidance are to be applied prospectively, and are effective for interim and annual periods beginning after December 15, 2011. The Company does not expect that the adoption of this update will have a material effect on its financial statements.

Note 2–Long-Term Debt

Long-term debt consists of the following:

	Average Interest Rate at December 31, 2011	Maturity	December 31, 2011	December 31, 2010
4.75% Senior Notes due November 2014 (less unamortized discount of $635 and $860 at December 31, 2011 and December 31, 2010, respectively)	4.75%	2014	$ 599,365	$ 599,140

Revolving Credit Facility	1.55%	2016	692,400	103,600
Receivables Securitization Facility	2.14%	2013	81,700	92,000
Notes payable to foreign banks and other debt	6.23%	2012-2018	3,664	5,252
			1,377,129	799,992
Less current portion			298	352
Total long-term debt			$ 1,376,831	$ 799,640

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Senior Notes

In November 2009, the Company issued $600,000 principal amount of unsecured 4.75% Senior Notes due November 2014 (the "4.75% Senior Notes") at 99.813% of their face value. Net proceeds from the sale of the 4.75% Senior Notes were used to repay borrowings under the Company' s Revolving Credit Facility. Interest on the 4.75% Senior Notes is payable semi-annually on May 15 and November 15 of each year to the holders of record as of the immediately preceding May 1 and November 1. The Company may, at its option, redeem some or all of the 4.75% Senior Notes at any time by paying a make-whole premium, plus accrued and unpaid interest, if any, to the date of repurchase. The 4.75% Senior Notes are unsecured and rank equally in right of payment with the Company' s other unsecured senior indebtedness. The fair value of the 4.75% Senior Notes at December 31, 2011 was approximately $643,000 based on recent bid prices.

In January 2012, the Company issued $500,000 principal amount of unsecured 4.00% Senior Notes due February 2022 (the "4.00% Senior Notes") at 99.746% of their face value. Net proceeds from the sale of the 4.00% Senior Notes were used to repay borrowings under the Company' s Revolving Credit Facility. Interest on the 4.00% Senior Notes is payable semi-annually on February 1 and August 1 of each year, beginning August 1, 2012, to the holders of record as of the immediately preceding January 15 and July 15. The Company may, at its option, redeem some or all of the 4.00% Senior Notes at any time by paying 100% of the principal amount, plus accrued and unpaid interest, if any, to the date of repurchase, plus a make-whole premium (if redeemed prior to November 1, 2021). The 4.00% Senior Notes are unsecured and rank equally in right of payment with the Company' s other unsecured senior indebtedness.

Revolving Credit Facility

In June 2011, the Company amended its $1,000,000 unsecured credit facility (the "Revolving Credit Facility") to reduce borrowing costs and to extend the maturity date from August 2014 to July 2016. At December 31, 2011, borrowings and availability under the Revolving Credit Facility were $692,400 and $307,600, respectively. As of December 31, 2011, the interest rate on borrowings under the Revolving Credit Facility was at a spread over LIBOR. The Revolving Credit Facility requires payment of certain annual agency and commitment fees and requires that the Company satisfy certain financial covenants. At December 31, 2011, the Company was in compliance with the financial covenants under the Revolving Credit Facility. The Company paid fees and expenses of approximately $2,100 related to the amendment, which were deferred and are being amortized as interest expense through the amended maturity date of the Revolving Credit Facility.

Receivables Securitization Facility

A subsidiary of the Company has entered into a Receivables Securitization Facility with a financial institution whereby the subsidiary can sell an undivided interest of up to $100,000 in a designated pool of qualified accounts receivable (the "Receivables Securitization Facility"). The Company services, administers and collects the receivables on behalf of the purchaser. The Receivables Securitization Facility includes certain covenants and provides for various events of termination. In accordance with previous accounting guidance, the receivables sold under the Receivables Securitization Facility were accounted for off-balance sheet as sales of receivables. The Company adopted FASB ASU No. 2009-16, *Accounting for Transfers of Financial Assets* ("ASU 2009-16") on January 1, 2010. As a result, the Company no longer accounts for the value of the outstanding undivided interest held by investors under the Receivables Securitization Facility as a sale. In addition, transfers of receivables occurring on or after January 1, 2010 are reflected as debt issued in the Company' s Consolidated Statements of Cash Flow, and the value of the outstanding undivided interest held by investors at December 31, 2010 and 2011 is accounted for as a secured borrowing and is included in the Company' s Consolidated Balance Sheets as long-term debt. At December 31, 2011, borrowings under the Receivables Securitization Facility were $81,700. Additionally, in accordance with ASU 2009-16, fees incurred in connection with the Receivables Securitization Facility are included in interest expense. Such fees were approximately $1,600, $1,500, and $1,500 for 2011, 2010 and 2009, respectively. In January 2012, the Company amended the Receivable Securitization Facility to reduce certain fees and amend the expiration date to January 2013.

The carrying value of borrowings under the Company' s Revolving Credit Facility and Receivables Securitization Facility approximated their fair value at December 31, 2011.

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The maturity of the Company' s debt over each of the next five years ending December 31 and thereafter, is as follows:

2012	$	298
2013		81,970
2014		600,165
2015		93
2016		694,603
Thereafter		–
	$	1,377,129

The Company had $24,900 of issued and unused letters of credit at December 31, 2011.

Note 3–Contingent Consideration

In connection with an acquisition made during 2010, the Company made a contingent consideration payment to the sellers in April 2011 of $40,000 based on certain 2010 profitability levels of the acquired company. The Company was also required to make a contingent consideration payment to the sellers in 2012, if certain 2011 profitability levels of the acquired company were achieved, up to a maximum aggregate undiscounted amount of $19,000.

The Company determined the fair value of the liability for this contingent consideration payment based on a probability-weighted approach, which through the first quarter of 2011 would have resulted in the maximum contingent consideration being paid. During the second quarter of 2011, the acquired company' s performance expectations were reduced as a result of a softening in demand in the defense market and the related deferral of certain defense related programs to periods beyond 2011 and therefore outside the contractual earn-out period. Therefore, it was determined that the payment related to 2011 profitability levels was no longer probable and the Company adjusted the remaining contingent consideration liability of $17,813 as a gain in operating income. Based on the actual 2011 results of the acquired company, it has been confirmed that the 2012 contingent consideration payment is in fact not payable. As a result, the Company recorded approximately $17,800 ($11,200 after taxes), for the reversal of the contingent consideration in 2011.

Note 4–Fair Value Measurements

The Company follows the framework within the *Fair Value Measurements and Disclosures* topic of the Accounting Standards Codification , which requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. These requirements establish market or observable inputs as the preferred source of values. Assumptions based on hypothetical transactions are used in the absence of market inputs. The Company does not have any non-financial instruments accounted for at fair value on a recurring basis.

The valuation techniques required are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company' s market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 Quoted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Significant inputs to the valuation model are unobservable.

The Company believes that the assets or liabilities subject to such standards with fair value disclosure requirements are short-term investments, which are independently valued using market observable Level 1 inputs; derivative instruments, which represent forward contracts which expire in November 2012 (Note 5) and are valued using market observable Level 2 inputs; contingent consideration payments (Note 16), which were valued using the income approach and Level 3 unobservable inputs within the fair value hierarchy. The primary Level 3 inputs used to value the contingent consideration payments were probability weighted payout projections and discount rates. The Company' s Level 1 short-term investments consist primarily of certificates of deposit with

original maturities of twelve months or less. The impact of the credit risk related to these financial assets is immaterial. The fair values of the Company' s financial and non-financial assets and liabilities subject to such standards at December 31, 2011 and 2010 are as follows:

	Fair Value Measurements at December 31, 2011			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	$ 133,848	$ 133,848	$ –	$ –
Forward contracts	5,105	–	5,105	–
Total	**$ 138,953**	**$ 133,848**	**$ 5,105**	**$ –**

	Fair Value Measurements at December 31, 2010			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

Short-term investments	$ 98,341	$ 98,341	$ –	$ –
Contingent consideration payments	56,668	–	–	56,668
Total	**$ 155,009**	**$ 98,341**	**$ –**	**$ 56,668**

The table below sets forth a summary of changes in fair value of the Company' s Level 3 contingent consideration payments for the twelve months ended December 31, 2011.

Balance at December 31, 2010	$ 56,668
Accretion of discount on contingent consideration liabilities	1,145
Payment of contingent acquisition related obligations	(40,000)
Change in contingent acquisition related obligations	(17,813)
Balance at December 31, 2011	$ –

The Company does not have any other significant financial or non-financial assets and liabilities that are measured at fair value on a non-recurring basis.

Note 5–Derivative Instruments

The Company is exposed to certain risks related to its ongoing business operations. The primary risks managed by using derivative instruments are foreign exchange rate risk and interest rate risk. Foreign exchange rate forward contacts were entered into in 2011 to manage the currency exposure on an intercompany loan used to fund an acquisition. The hedge will terminate in November 2012 upon maturity of the intercompany loan. In the past, the Company has used interest rate swaps to manage interest rate risk associated with variable rate borrowings, all of which expired in 2010.

Derivative instruments are required to be recognized as either assets or liabilities at fair value in the Consolidated Balance Sheets. The Company designates foreign exchange rate forward contacts as cash flow hedges.

As of December 31, 2011 and 2010, the Company had the following derivative activity related to cash flow hedges:

		Fair Value Assets	
	Balance Sheet Location	**December 31, 2011**	**December 31, 2010**
Derivatives designated as cash flow hedges:			
Forward contracts	Other current assets	$ 5,105	$ –
Total derivatives designated as cash flow hedging instruments		$ 5,105	$ –

For the year ended December 31, 2011, $(287) was recognized in accumulated other comprehensive income (loss) associated with foreign exchange rate forward contracts. For the year ended December 31, 2010, $(2,363) was recognized

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in accumulated other comprehensive income (loss) associated with previously existing interest rate contracts. The amount reclassified from accumulated other comprehensive income (loss) to foreign exchange gain/loss in the accompanying Consolidated Statements of Income during the year ended December 31, 2011 was not material.

Note 6–Income Taxes

The components of income before income taxes and the provision for income taxes are as follows:

	Year Ended December 31,		
	2011	2010	2009
Income before income taxes:			
United States	$ 176,739	$ 225,334	$ 98,170
Foreign	540,013	438,354	348,357
	$ 716,752	$ 663,688	$ 446,527
Current tax provision:			
United States	$ 44,769	$ 77,590	$ 38,621
Foreign	128,608	79,607	89,969
	$ 173,377	$ 157,197	$ 128,590
Deferred tax provision (benefit):			
United States	$ 17,733	$ 3,020	$ (2,295)
Foreign	(3,200)	1,058	(6,984)
	14,533	4,078	(9,279)
Total provision for income taxes	$ 187,910	$ 161,275	$ 119,311

At December 31, 2011, the Company had $56,138 and $3,547 of foreign tax loss and credit carryforwards, and U.S. state tax loss and credit carryforwards net of federal benefit, respectively, of which $34,774 and $270, respectively, expire or will be refunded at various dates through 2026 and the balance can be carried forward indefinitely.

A valuation allowance of $19,129 and $20,091 at December 31, 2011 and 2010, respectively, has been recorded which relates to the foreign net operating loss carryforwards and U.S. state tax credits. The net change in the valuation allowance for deferred tax assets was a decrease of $962 and an increase of $6,275 in 2011 and 2010, respectively, which was related to foreign net operating loss and foreign and U.S. state credit carryforwards.

Differences between the U.S. statutory federal tax rate and the Company' s effective income tax rate are analyzed below:

	Year Ended December 31,		
	2011	2010	2009
U.S. statutory federal tax rate	35.0%	35.0%	35.0%
State and local taxes	.4	.8	.9
Foreign earnings and dividends taxed at different rates	(8.2)	(11.5)	(9.6)
Valuation allowance	(.2)	(1.0)	1.0
Other	(.8)	1.0	(.6)
Effective tax rate	26.2%	24.3%	26.7%

The 2011 tax rate reflects a reduction in tax expense of $4,493 relating primarily to reserve adjustments from the favorable settlement of certain tax positions and the completion of prior year audits. The 2010 tax rate reflects a reduction in tax expense of $20,700 for tax reserve adjustments relating to the completion of the audits of certain of the Company' s prior year tax returns. The 2009 tax rate reflects reductions in tax expense of $3,600 for tax reserve adjustments relating to the completion of the audit of certain of the Company' s prior year tax returns. Excluding these adjustments, the Company' s effective tax rate for 2011, 2010, and 2009 was 26.8%, 27.4%, and 27.5%, respectively.

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The Company' s deferred tax assets and liabilities included in Other Current Assets, Other Long-Term Assets and in Other Long-Term Liabilities in the accompanying Consolidated Balance Sheets, excluding the valuation allowance, comprised the following:

	December 31,	
	2011	2010
Deferred tax assets relating to:		
Accrued liabilities and reserves	$ 16,363	$ 15,192
Operating loss and tax credit carryforwards	18,270	18,604
Pensions, net	48,105	38,184
Inventory reserves	17,173	17,426
Employee benefits	29,760	22,942
	$ 129,671	$ 112,348
Deferred tax liabilities relating to:		
Goodwill	$ 74,013	$ 59,922
Depreciation	7,086	(2,637)
Contingent consideration	6,591	–
	$ 87,690	$ 57,285

At December 31, 2011 and 2010, the amount of the liability for unrecognized tax benefits, including penalties and interest, which if recognized would impact the effective tax rate, was approximately $21,886 and $23,271, respectively.

A tabular reconciliation of the gross amounts of unrecognized tax benefits excluding interest and penalties at the beginning and end of the year for 2011, 2010 and 2009 are as follows:

	2011	2010	2009
Unrecognized tax benefits as of January 1	$ 22,560	$ 35,528	$ 31,272
Gross increases and gross decreases for tax positions in prior periods	(64)	2,036	4,576
Gross increases - current period tax position	2,278	2,968	6,027
Settlements	(451)	(11,880)	–
Lapse of statute of limitations	(4,108)	(6,092)	(6,347)
Unrecognized tax benefits as of December 31	$ 20,215	$ 22,560	$ 35,528

The Company includes estimated interest and penalties related to unrecognized tax benefits in the provision for income taxes. During the year ended December 31, 2011, the provision for income taxes included a net expense of $566 in estimated interest and penalties. As of December 31, 2011, the liability for unrecognized tax benefits included $3,131 for tax-related interest and penalties.

The Company operates in over sixty tax jurisdictions, and at any point in time has numerous audits underway at various stages of completion. With few exceptions, the Company is subject to income tax examinations by tax authorities for the years 2008 and after. The Company is generally not able to precisely estimate the ultimate settlement amounts or timing until the close of an audit. The Company evaluates its tax positions and establishes liabilities for uncertain tax positions that may be challenged by local authorities and may not be fully sustained, despite the Company' s belief that the underlying tax positions are fully supportable. As of December 31, 2011, the amount of the liability for unrecognized tax benefits, which if recognized would impact the effective tax rate, was $21,886 the majority of which is included in other long-term liabilities in the accompanying Consolidated Balance Sheets. Unrecognized tax benefits are reviewed on an ongoing basis and are adjusted for changing facts and circumstances, including progress of tax audits and closing of statute of limitations. Based on information currently available, management anticipates that over the next twelve month period, audit activity could be completed and statutes of limitations may close relating to existing unrecognized tax benefits of $3,751.

Note 7–Equity

Stock-Based Compensation:

In May 2009, the Company adopted the 2009 Stock Purchase and Option Plan (the "2009 Option Plan") for Key Employees of the Company and its subsidiaries. The Company currently also maintains the 2000 Stock Purchase and Option Plan (the "2000 Option Plan"). No additional options can be granted under the 2000 Option Plan. The 2009 Option Plan authorizes the granting of additional stock options by a committee of the Company' s Board of Directors. As of December 31, 2011, there were 7,684,550 shares of common stock available for the granting of additional stock options under the 2009 Option Plan. Options granted under the 2000

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Option Plan and the 2009 Option Plan vest ratably over a period of five years and are exercisable over a period of ten years from the date of grant.

In 2004, the Company adopted the 2004 Stock Option Plan for Directors of Amphenol Corporation (the "Directors Option Plan"). The Directors Option Plan is administered by the Company' s Board of Directors. As of December 31, 2011, the maximum number of shares of common stock available for the granting of additional stock options under the Directors Option Plan was 80,000. Options granted under the Directors Option Plan vest ratably over a period of three years and are exercisable over a period of ten years from the date of grant.

The grant-date fair value of each option grant under the 2000 Option Plan, the 2009 Option Plan and the Directors Option Plan is estimated using the Black-Scholes option pricing model. The fair value is then amortized on a straight-line basis over the requisite service period of the awards, which is generally the vesting period. Use of a valuation model requires management to make certain assumptions with respect to selected model inputs. Expected share price volatility was calculated based on the historical volatility of the common stock of the Company and implied volatility derived from related exchange traded options. The average expected life was based on the contractual term of the option and expected employee exercise and historical post-vesting employment termination experience. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a remaining term equal to the expected life assumed at the date of grant. The expected annual dividend per share is based on the Company' s dividend rate.

Stock-based compensation expense includes the estimated effects of forfeitures, which are adjusted over the requisite service period to the extent actual forfeitures differ or are expected to differ from such estimates. Changes in estimated forfeitures are recognized in the period of change and impact the amount of expense to be recognized in future periods.

Stock option activity for 2009, 2010 and 2011 was as follows:

	Weighted Average	Weighted Average Remaining Contractual	Aggregate Intrinsic

	Options		Exercise Price	Term (in years)		Value
Options outstanding at December 31, 2008	11,229,837	$	25.82	6.69		
Options granted	3,736,500		32.01			
Options exercised	(2,029,874)		12.55			
Options forfeited	(232,160)		35.89			
Options outstanding at December 31, 2009	12,704,303		29.58	7.16		
Options granted	2,602,500		43.00			
Options exercised	(2,331,429)		19.99			
Options forfeited	(269,050)		37.18			
Options outstanding at December 31, 2010	12,706,324		33.93	7.18		
Options granted	2,551,350		53.45			
Options exercised	(1,037,674)		25.14			
Options forfeited	(203,100)		39.75			
Options outstanding at December 31, 2011	14,016,900		38.00	6.89	$	125,067
Vested and non-vested expected to vest at December 31, 2011	13,066,583		37.57	6.79	$	120,850
Exercisable at December 31, 2011	6,380,324	$	31.48	5.41	$	89,316

A summary of the status of the Company' s non-vested options as of December 31, 2011 and changes during the year then ended is as follows:

	Options		Weighted Average Fair Value at Grant Date
Non-vested options at December 31, 2010	7,623,976	$	12.78
Options granted	2,551,350		14.19
Options vested	(2,335,650)		12.23
Options forfeited	(203,100)		13.00
Non-vested options at December 31, 2011	7,636,576	$	13.41

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The weighted-average fair value at the grant date of options granted during 2010 and 2009 was $14.69 and $11.12, respectively.

During the years ended December 31, 2011 and 2010, the following activity occurred under the Company' s option plans:

		2011		2010		2009
Total intrinsic value of stock options exercised	$	29,697	$	67,841	$	56,900
Total fair value of stock options vested		28,563		23,714		17,360

On December 31, 2011 the total compensation cost related to non-vested options not yet recognized is approximately $74,434, with a weighted average expected amortization period of 3.26 years.

Stock Repurchase Program:

In January 2011, the Company announced that its Board of Directors authorized a stock repurchase program under which the Company may repurchase up to 20,000,000 shares of its common stock during the three year period ending January 31, 2014 (the "Program"). During the twelve months ended December 31, 2011, the Company repurchased 13,428,389 shares of its common stock for approximately $672,200. These treasury shares have been or will be retired by the Company and common stock and accumulated earnings were reduced accordingly. The price and timing of any such purchases under the Program after December 31, 2011 will depend on factors such as levels of cash generation from operations, the volume of stock option exercises by employees, cash requirements for acquisitions, economic and market conditions and stock price. As of December 31, 2011, 6,571,611 shares of common stock may be repurchased under the Program. Through February 17, 2012, the Company has repurchased an additional 1,110,079 shares of its common stock for $60,621. At February 17, 2012, approximately 5,461,532 additional shares of common stock may be repurchased under the Program.

Dividends:

After declaration by the Board of Directors, the Company paid a quarterly dividend on its common stock of $.015 per share in 2010 and 2011. The Company paid its fourth quarterly dividend in the amount of $2,447 or $.015 per share on January 3, 2012 to shareholders of record as of December 14, 2011. Cumulative dividends declared during 2011 and 2010 were $10,097 and $10,449, respectively. Total dividends paid in 2011 were $10,282, including those declared in 2010 and paid in 2011, and total dividends paid in 2010 were $10,413, including those declared in 2009 and paid in 2010. On January 26, 2012, the Company' s Board of Directors approved the first quarter 2012 dividend on its common stock in the amount of $.105 per share. This represents an increase in the quarterly dividend rate from $.015 to $.105 per share effective with the first quarter 2012 dividend, which will be paid in April 2012.

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Accumulated Other Comprehensive Income (Loss):

Balances of related after-tax components comprising accumulated other comprehensive income (loss) included in equity at December 31, 2011, 2010 and 2009 are as follows:

	Foreign Currency Translation Adjustment	Revaluation of Derivatives	Defined Benefit Plan Liability Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2009	$ 348	$ (15,717)	$ (125,222)	$ (140,591)
Translation adjustments	23,793	–	–	23,793
Revaluation of interest rate derivatives, net of tax of $7,843	–	13,354	–	13,354
Defined benefit plan liability adjustment, net of tax of $1,970	–	–	3,354	3,354
Balance at December 31, 2009	24,141	(2,363)	(121,868)	(100,090)
Translation adjustments	17,465	–	–	17,465
Revaluation of interest rate derivatives, net of tax of $1,486	–	2,363	–	2,363
Defined benefit plan liability adjustment, net of tax of $2,639	–	–	(4,495)	(4,495)
Balance at December 31, 2010	41,606	–	(126,363)	(84,757)

Translation adjustments	(10,154)	–	–	(10,154)
Revaluation of forward contract derivatives, net of tax of $173	–	(287)	–	(287)
Defined benefit plan liability adjustment, net of tax of $12,959	–	–	(24,859)	(24,859)
Balance at December 31, 2011	$ 31,452	$ (287)	$ (151,222)	$ (120,057)

Note 8–Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income attributable to Amphenol Corporation by the weighted-average number of common shares outstanding. Diluted EPS is computed by dividing net income attributable to Amphenol Corporation by the weighted-average number of common shares and dilutive common shares outstanding, which relates to stock options. A reconciliation of the basic average common shares outstanding to diluted average common shares outstanding as of December 31 is as follows (dollars in thousands, except per share amounts):

	2011	2010	2009
Net income attributable to Amphenol Corporation shareholders	$ 524,191	$ 496,405	$ 317,834
Basic average common shares outstanding	169,640,115	173,785,650	171,607,643
Effect of dilutive stock options	2,185,473	2,540,343	2,334,109
Dilutive average common shares outstanding	171,825,588	176,325,993	173,941,752
Earnings per share:			
Basic	$ 3.09	$ 2.86	$ 1.85
Diluted	$ 3.05	$ 2.82	$ 1.83

Excluded from the computations above were anti-dilutive shares of 4,286,519, 2,570,500 and 2,062,700 for the years ended December 31, 2011, 2010 and 2009, respectively.

Note 9–Benefit Plans and Other Postretirement Benefits

The Company and certain of its domestic subsidiaries have two defined benefit pension plans (the "U.S. Plans"), which cover certain U.S. employees and which represent the majority of the plan assets and benefit obligations of the aggregate defined benefit plans of the Company. The U.S. Plans' benefits are generally based on years of service and compensation and are generally noncontributory. Certain U.S. employees not covered by the U.S. Plans are covered by defined contribution plans. Certain foreign subsidiaries have defined benefit plans covering their employees (the "International Plans"). The largest international pension plan, in accordance with local regulations, is unfunded and had a projected benefit obligation of approximately $48,000 and $51,000 at December 31, 2011 and 2010, respectively. Total required contributions to be made during 2012 for the unfunded International Plans amount to approximately $3,200. This amount, which is classified as other accrued expenses, and the obligations discussed above, are included in the accompanying Consolidated Balance Sheets and in the tables below.

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The following is a summary of the Company's defined benefit plans' funded status as of the most recent actuarial valuations; for each year presented below, projected benefits exceed assets.

	December 31,	
	2011	2010

Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 457,321	$ 429,800
Service cost	7,832	7,542
Interest cost	22,684	23,100
Plan participants' contributions	–	26
Plan amendments	–	5,452
Actuarial loss	27,642	17,675
Foreign exchange translation	(2,450)	(3,947)
Benefits paid	(24,420)	(22,327)
Projected benefit obligation at end of year	488,609	457,321
Change in plan assets:		
Fair value of plan assets at beginning of year	296,530	268,177
Actual return on plan assets	(2,001)	29,878
Employer contributions	22,844	17,267
Plan participants' contributions	–	26
Foreign exchange translation	(2,131)	636
Benefits paid	(20,188)	(19,454)
Fair value of plan assets at end of year	295,054	296,530
Funded status	$ (193,555)	$ (160,791)

The accumulated benefit obligation for the Company's defined benefit pension plan was $469,547 and $435,618 at December 31, 2011 and 2010, respectively.

	Year Ended December 31,		
	2011	2010	2009
Components of net pension expense:			
Service cost	$ 7,073	$ 5,907	$ 7,043
Interest cost	22,684	23,100	23,276
Expected return on plan assets	(25,226)	(28,016)	(25,026)
Net amortization of actuarial losses	14,528	17,051	11,238
Net pension expense	$ 19,059	$ 18,042	$ 16,531

	Weighted-average assumptions used to determine benefit obligations at December 31,			
	Pension Benefits		Other Benefits	
	2011	2010	2011	2010
Discount rate:				
U.S. plans	4.45%	5.20%	4.25%	4.85%
International plans	4.97%	5.26%	n/a	n/a
Rate of compensation increase:				
U.S. plans	3.00%	3.00%	n/a	n/a
International plans	2.83%	2.97%	n/a	n/a

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	Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31,					
	Pension Benefits			Other Benefits		
	2011	2010	2009	2011	2010	2009
Discount rate:						
U.S. plans	5.20%	5.75%	6.25%	4.85%	5.40%	6.25%
International plans	5.26%	5.46%	6.20%	n/a	n/a	n/a
Expected long-term return on assets:						
U.S. plans	8.25%	8.25%	8.25%	n/a	n/a	n/a
International plans	6.30%	6.63%	6.74%	n/a	n/a	n/a
Rate of compensation increase:						
U.S. plans	3.00%	3.00%	3.00%	n/a	n/a	n/a
International plans	2.97%	2.96%	2.43%	n/a	n/a	n/a

The pension expense for the U.S. Plans and the International Plans (the "Plans") approximated $19,100, $18,000 and $16,500 in 2011, 2010 and 2009, respectively, and is calculated based upon a number of actuarial assumptions established on January 1 of the applicable year, detailed in the table above, including a weighted-average discount rate, rate of increase in future compensation levels and an expected long-term rate of return on the respective Plans' assets.

The discount rate used by the Company for valuing pension liabilities is based on a review of high quality corporate bond yields with maturities approximating the remaining life of the projected benefit obligations. The Company's U.S. Plans comprised the majority of the accrued benefit obligation, pension assets and pension expense. The discount rate for the U.S. Plans was 4.45% at December 31, 2011 and 5.20% at December 31, 2010. Although future changes to the discount rate are unknown, had the discount rate increased or decreased by 50 basis points, the accrued benefit obligation would have decreased or increased by approximately $21,000.

The Company's investment strategy for the Plans' assets is to achieve a rate of return on plan assets equal to or greater than the average for the respective investment classification through prudent allocation and periodic rebalancing between fixed income and equity instruments. The current investment policy includes a strategy to maintain an adequate level of diversification, subject to portfolio risks. The target allocations for the U.S. Plans, which represent the majority of the Plans' assets, are 60% equity and 40% fixed income. Short-term strategic ranges for investments are established within these long term target percentages. The Company invests in a diversified investment portfolio through various investment managers and evaluates its plan assets for the existence of concentration risks. As of December 31, 2011, there were no significant concentrations of risks in the Company's defined benefit plan assets. The Company does not invest pension assets nor instructs investment managers to invest pension assets in Amphenol securities. The Plans may indirectly hold the Company's securities as a result of external investment management in certain comingled funds. Such holdings would not be material relative to the Plans' total assets.

In developing the expected long-term rate of return assumption for the U.S. Plans, the Company evaluated input from its external actuaries and investment consultants as well as long-term inflation assumptions. Projected returns by such consultants are based on broad equity and bond indices. The Company also considered its historical twenty-year compounded return of approximately 9%, which has been in excess of these broad equity and bond benchmark indices. As described above, the expected long-term rate of return on the U.S. Plans' assets is based on an asset allocation assumption of 60% with equity managers, with an expected long-term rate of return of approximately 9% and 40% with fixed income managers, with an expected long-term rate of return of approximately 7%. As of December 31, 2011, the asset allocation was 62% with equity managers and 37% with fixed income managers and 1% in cash. As of December 31, 2010, the asset allocation was 59% with equity managers and 36% with fixed income managers and 5% in cash. The

Company believes that the long-term asset allocation on average will approximate 60% with equity managers and 40% with fixed income managers. The Company regularly reviews the actual asset allocation and periodically rebalances investments to its targeted allocation when considered appropriate. Based on this methodology, the Company' s expected long-term rate of return assumption to determine the accrued benefit obligation of the U.S. Plans at both December 31, 2011 and 2010 is approximately 8.25%.

The Company' s plan assets are reported at fair value and classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The process requires judgment and may have effect on the placement of the plan assets within the fair value measurement hierarchy. The fair values of the Company' s pension plans' assets at December 31, 2011 and 2010 by asset category are as follows (refer to Note 4 for definitions of Level 1, 2 and 3 inputs):

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	Fair Value Measurements at December 31, 2011			
Asset Category	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Equity securities:				
U.S. securities	$ 103,229	$ 80,651	$ 22,578	$ –
International securities	77,250	40,329	36,921	–
	180,479	**120,980**	**59,499**	–
Fixed income securities:				
U.S. securities	72,888	54,398	18,490	–
International securities	38,602	–	38,602	–
	111,490	**54,398**	**57,092**	–
Cash and cash equivalents	3,085	3,085	–	–
Total	**$ 295,054**	**$ 178,463**	**$ 116,591**	**$ –**

	Fair Value Measurements at December 31, 2010			
Asset Category	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Equity securities:				
U.S. securities	$ 84,675	$ 77,107	$ 7,568	$ –
International securities	91,754	50,983	40,771	–
	176,429	**128,090**	**48,339**	–
Fixed income securities:				
U.S. securities	75,165	56,707	18,458	–
International securities	31,531	–	31,531	–
	106,696	**56,707**	**49,989**	–

Cash and cash equivalents	13,405	13,405	–	–
Total	**$ 296,530**	**$ 198,202**	**$ 98,328**	**$ –**

Equity securities consist primarily of publicly traded U.S. and Non-U.S. equities. Publicly traded securities are valued at the last trade or closing price reported in the active market in which the individual securities are traded. Certain equity securities held in commingled funds are valued at unitized net asset value ("NAV") based on the fair value of the underlying net assets owned by the funds.

Fixed income securities consist primarily of government securities and corporate bonds. They are valued at the closing price in the active market or using quotes obtained from brokers/dealers or pricing services. Certain fixed income securities held within commingled funds are valued using NAV as determined by the custodian of the funds based on the fair value of the underlying net assets of the funds.

The Company also has an unfunded Supplemental Employee Retirement Plan ("SERP"), which provides for the payment of the portion of annual pension which cannot be paid from the retirement plan as a result of regulatory limitations on average compensation for purposes of the benefit computation. The obligation related to the SERP is included in the accompanying Consolidated Balance Sheets and in the tables above.

As of December 31, 2011, the amounts before tax for unrecognized net loss, net prior service cost and net transition asset in accumulated other comprehensive income related to the Plans above are $219,022, $11,874 and $543 respectively. The estimated net loss, prior service cost and net transition asset for the Plans above that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year are expected to be $17,552, $2,167 and $109, respectively.

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The Company made cash contributions to the Plans of $22,800 and $17,300 in 2011 and 2010, respectively, and estimates that, based on current actuarial calculations, it will make a cash contribution to the Plans in 2012 of approximately $26,000, most of which is to the U.S. Plans. Cash contributions in subsequent years will depend on a number of factors, including the investment performance of the Plan assets.

Benefit payments related to the Plans above, including those amounts to be paid out of Company assets and reflecting future expected service as appropriate, are expected to be as follows:

2012	$ 21,668
2013	22,435
2014	23,424
2015	24,569
2016	25,738
2017-2021	144,261

The Company offers various defined contribution plans for U.S. and foreign employees. Participation in these plans is based on certain eligibility requirements. The Company matches the majority of employee contributions to the U.S. defined contribution plans with cash contributions up to a maximum of 5% of eligible compensation. The Company provided matching contributions of approximately $2,500 and $2,200 in 2011 and 2010, respectively.

The Company maintains self-insurance programs for that portion of its health care and workers compensation costs not covered by insurance. The Company also provides certain health care and life insurance benefits to certain eligible retirees through post-retirement benefit ("OPEB") programs. The Company' s share of the cost of such plans for most participants is fixed, and any increase in the cost of such plans will be the responsibility of the retirees. The Company funds the benefit costs for such plans on a pay-as-you-go basis. Since the Company' s obligation for postretirement medical plans is fixed and since the benefit obligation and the net postretirement benefit expense are not material in relation to the Company' s financial condition or results of operations, the Company believes any change in medical costs from that estimated will not have a significant impact on the Company. The discount rate used in determining the benefit obligation was 4.25% and 4.85% at December 31, 2011 and 2010, respectively. Summary information on the Company' s OPEB programs is as follows:

	December 31,	
	2011	2010
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 19,095	$ 14,832
Service cost	198	165
Interest cost	843	786
Paid benefits and expenses	(1,139)	(2,003)
Actuarial (gain) loss	(2,299)	5,315
Benefit obligation at end of year	$ 16,698	$ 19,095

The accumulated benefit obligation for the Company' s OPEB plan was equal to its projected benefit obligation at December 31, 2011 and 2010.

	Year ended December 31,		
	2011	2010	2009
Components of net post-retirement benefit cost:			
Service cost	$ 198	$ 165	$ 160
Interest cost	843	786	836
Amortization of transition obligation	62	62	62
Net amortization of actuarial losses	1,291	882	773
Net postretirement benefit cost	$ 2,394	$ 1,895	$ 1,831

As of December 31, 2011, the amounts for unrecognized net loss, net prior service cost and net transition obligation in accumulated other comprehensive income related to OPEB programs are $9,747, nil, and $62, respectively. The estimated net loss, prior service cost and net transition obligation for the OPEB programs that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year are expected to be $974, nil and $62, respectively.

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Benefit payments for the OPEB plan, including those amounts to be paid out of Company assets and reflecting future expected service as appropriate are expected to be approximately $1,300 per year for the next ten years.

Note 10−Leases

At December 31, 2011, the Company was committed under operating leases which expire at various dates. Total rent expense under operating leases for the years 2011, 2010, and 2009 was $31,035, $31,948 and $27,376, respectively.

Minimum lease payments under non-cancelable operating leases are as follows:

2012	$	27,315
2013		19,797
2014		12,375
2015		8,919
2016		4,563
Beyond 2016		1,472
Total minimum obligation	$	74,441

Note 11−Business Combinations

During the year ended December 31, 2011, goodwill of approximately $212,800 attributable to the Interconnect Products and Assemblies segment was recognized related primarily to two businesses acquired during the period. The acquisitions were not material to the Company either individually or in the aggregate.

Note 12−Goodwill and Other Intangible Assets

As of December 31, 2011, the Company has goodwill totaling $1,746,113, of which $1,672,564 related to the Interconnect Products and Assemblies segment with the remainder related to the Cable Products segment. In 2011, goodwill and intangible assets increased by approximately $212,800 and $32,800, respectively, primarily as a result of two acquisitions in the Interconnect Products and Assemblies segment made during the year. In 2010, goodwill and intangible assets increased by approximately $165,000 and $43,900, respectively, primarily as a result of two acquisitions in the Interconnect Products and Assemblies segment made during the year. The Company is in the process of completing its analysis of fair value attributes of the assets acquired related to its 2011 acquisitions and anticipates that the final assessment of values will not differ materially from the preliminary assessment.

The Company does not have any intangible assets not subject to amortization other than goodwill. A summary of the Company' s amortizable intangible assets as of December 31, 2011 and 2010 is as follows:

	December 31, 2011		December 31, 2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	$ 134,700	$ 38,800	$ 104,100	$ 27,800
Proprietary technology	41,800	15,300	39,800	12,100
License agreements	6,000	4,600	6,000	3,800
Trade names and other	9,400	9,200	9,200	7,800
Total	$ 191,900	$ 67,900	$ 159,100	$ 51,500

Customer relationships, proprietary technology, license agreements and trade names and other amortizable intangible assets have weighted average useful lives of approximately 10 years, 14 years, 8 years and 15 years, respectively, for an aggregate weighted average useful life of approximately 11 years at December 31, 2011.

Intangible assets are included in other long-term assets in the accompanying Consolidated Balance Sheets. The aggregate amortization expense for the years ended December 31, 2011 and 2010 was approximately $15,200 and $14,000, respectively.

Amortization expense estimated for each of the next five fiscal years is approximately $17,700 in 2012, $14,500 in 2013, $12,600 in 2014, $12,100 in 2015 and $11,200 in 2016.

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Note 13–Reportable Business Segments and International Operations

The Company has two reportable business segments: (i) Interconnect Products and Assemblies and (ii) Cable Products. The Interconnect Products and Assemblies segment produces connectors and connector assemblies primarily for the communications, aerospace, industrial and automotive markets. The Cable Products segment produces coaxial and flat ribbon cable and related products primarily for communication markets, including cable television. The accounting policies of the segments are the same as those for the Company as a whole and are described in Note 1 herein. The Company evaluates the performance of business units on, among other things, profit or loss from operations before interest, headquarters' expense allocations, stock-based compensation expense, income taxes, amortization related to certain intangible assets and nonrecurring gains and losses.

	Interconnect Products and Assemblies			Cable Products			Total		
	2011	2010	2009	2011	2010	2009	2011	2010	2009
Net sales									
–external	$ 3,666,042	$ 3,293,119	$ 2,566,578	$ 273,744	$ 260,982	$ 253,487	$ 3,939,786	$ 3,554,101	$ 2,820,065
–intersegment	5,645	3,002	3,158	23,118	19,722	12,041	28,763	22,724	15,199
Depreciation and amortization	107,021	93,641	88,027	3,177	3,493	3,714	110,198	97,134	91,741
Segment operating income	787,323	725,946	505,772	34,813	35,472	38,751	822,136	761,418	544,523
Segment assets	2,333,249	2,253,638	1,623,556	104,163	83,961	77,319	2,437.412	2,337,599	1,700,875
Additions to property, plant and equipment	97,459	106,267	61,001	2,570	3,165	1,851	100,029	109,432	62,852

Reconciliation of segment operating income to consolidated income before income taxes:

	2011	2010	2009
Segment operating income	$ 822,136	$ 761,418	$ 544,523
Interest expense	(43,029)	(40,741)	(36,586)
Interest income	10,245	5,046	2,154
Early extinguishment of interest rate swaps	–	–	(4,575)
Stock-based compensation expense	(28,679)	(25,385)	(20,240)
Casualty loss related to flood	(21,479)	–	–
Change in contingent acquisition related obligation	17,813	–	–
Acquisition-related expenses	(2,000)	–	–
Other costs, net	(38,255)	(36,650)	(38,749)
Consolidated income before income taxes	$ 716,752	$ 663,688	$ 446,527

Reconciliation of segment assets to consolidated total assets:

	2011	2010
Segment assets excluding goodwill	$ 2,437,412	$ 2,337,599
Goodwill	1,746,113	1,533,299
Other assets	261,700	144,959
Consolidated total assets	$ 4,445,225	$ 4,015,857

Geographic information:

	Net sales			Land and depreciable assets, net	
	2011	2010	2009	2011	2010
United States	$ 1,268,936	$ 1,258,167	$ 1,001,742	$ 110,042	$ 116,591
China	980,239	851,626	611,877	131,001	131,805
Other international locations	1,690,611	1,444,308	1,206,446	139,458	118,600
Total	$ 3,939,786	$ 3,554,101	$ 2,820,065	$ 380,501	$ 366,966

Revenues by geographic area are based on the customer location to which the product is shipped.

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Note 14–Casualty Loss Related to Flood

The Company incurred damage at its Sidney, New York manufacturing facility as a result of severe and sudden flooding in New York State in early September 2011. As a result, the Company recorded a charge of approximately $21,500 ($13,500 after taxes), for property-related damage, as well as cleanup and repair efforts incurred through December 31, 2011, net of insurance recoveries. This charge includes the Company' s loss for damaged inventory and machinery and equipment. The Sidney facility had limited manufacturing and sales activity primarily during the third quarter of 2011, but the plant was substantially back to full production by the end of the fourth quarter of 2011.

Note 15–Other Income (Expense), net

The components of other income (expense), net are set forth below:

	Year Ended December 31,		
	2011	2010	2009
Program fees on sale of accounts receivable (Note 2)	$ –	$ –	$ (1,539)
Agency and commitment fees	(1,192)	(1,656)	(1,842)
Interest income	10,245	5,046	2,154
Other	(950)	682	2
	$ 8,103	$ 4,072	$ (1,225)

Note 16–Commitments and Contingencies

The Company and its subsidiaries have been named as defendants in several legal actions in which various amounts are claimed arising from normal business activities. Although the amount of any ultimate liability with respect to such matters cannot be precisely determined, in the opinion of management, such matters are not expected to have a material effect on the Company' s financial condition or results of operations.

Certain operations of the Company are subject to environmental laws and regulations which govern the discharge of pollutants into the air and water, as well as the handling and disposal of solid and hazardous wastes. The Company believes that its operations are currently in substantial compliance with applicable environmental laws and regulations and that the costs of continuing compliance will not have a material effect on the Company' s financial condition or results of operations.

Subsequent to the acquisition of Amphenol from Allied Signal Corporation ("Allied Signal") in 1987 (Allied Signal merged with Honeywell International Inc. in December 1999 ("Honeywell")), the Company and Honeywell were named jointly and severally liable as potentially responsible parties in connection with several environmental cleanup sites. The Company and Honeywell jointly consented to perform certain investigations and remediation and monitoring activities at two sites, the "Route 8" landfill and the "Richardson Hill Road" landfill, and they were jointly ordered to perform work at another site, the "Sidney" landfill. All of the costs incurred relating to these three sites are currently reimbursed by Honeywell based on an agreement (the "Honeywell Agreement") entered into in connection with the acquisition in 1987. Management does not believe that the costs associated with resolution of these or any other environmental matters will have a material effect on the Company' s consolidated financial condition or results of operations. The environmental investigation, remediation and monitoring activities identified by the Company, including those referred to above, are covered under the Honeywell Agreement.

The Company also has purchase obligations related to commitments to purchase certain goods and services. At December 31, 2011, the Company had commitments to purchase $167,295 in 2012 and $1,696 in 2013.

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Note 17–Selected Quarterly Financial Data (Unaudited)

	Three Months Ended			
	March 31	June 30	September 30	December 31
2011				
Net sales	$ 940,585	$ 1,017,738	$ 1,032,754	$ 948,709
Gross profit	304,124	321,222	323,477	294,837
Operating income	186,085	214,874	186,059	164,660
Net income attributable to Amphenol Corporation	127,958	147,751(1)	134,623(2)	113,859(3)
Net income per share–Basic	0.73	0.86(1)	0.80(2)	0.69(3)
Net income per share–Diluted	0.72	0.85(1)	0.79(2)	0.69(3)
2010				
Net sales	$ 770,954	$ 884,798	$ 948,463	$ 949,886
Gross profit	249,192	289,299	309,717	310,020
Operating income	145,044	175,625	189,134	190,554
Net income attributable to Amphenol Corporation	98,353(4)	129,671(5)	137,268(6)	131,113
Net income per share–Basic	0.57(4)	0.75(5)	0.79(6)	0.75
Net income per share–Diluted	0.56(4)	0.74(5)	0.78(6)	0.74

(1) Includes a contingent payment adjustment of approximately $17,800, less a tax expense of $6,600, or $0.06 per share after taxes. Net income per diluted common share for the quarter ended June 30, 2011, excluding the effect of this item, is $0.79.

(2) Includes a charge for expenses incurred in connection with a flood at the Company' s Sidney, NY facility of $12,800, less tax benefit of $4,700, or $0.05 per share after taxes, as well as a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of $4,500, or $0.03 per share. Net income per diluted common share for the quarter ended September 30, 2011, excluding the effects of these items, is $0.81.

(3) Includes a charge for expenses incurred in connection with a flood at the Company' s Sidney, NY facility of $8,600, less tax benefit of $3,200, or $0.03 per share after taxes, as well as acquisition related charges of $2,000, less a tax benefit of $200, or $0.01 per share after taxes. Net income per diluted common share for the quarter ended December 31, 2011, excluding the effects of these items, is $0.73.

(4) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $1,900, or $0.01 per share. Net income per diluted common share for the quarter ended March 31, 2010, excluding the effects of this item, is $0.55.

(5) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $10,300, or $0.06 per share. Net income per diluted common share for the quarter ended June 30, 2010, excluding the effect of this item, is $0.68.

(6) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $8,500, or $0.05 per share. Net income per diluted common share for the quarter ended September 30, 2010, excluding the effect of this item, is $0.73.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Under the supervision and with the participation of the Company' s management, including the Company' s Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of the period covered by this report. Based on their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded as of December 31, 2011 that these disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and such information is accumulated and communicated to management, including the Company' s principal executive and financial officers, to allow timely decisions regarding required disclosure. There has been no change in the Company' s internal controls over financial reporting during its most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

Management Report on Internal Control

Management is responsible for establishing and maintaining adequate internal control over financial reporting of Amphenol Corporation and its subsidiaries (the "Company"). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of the internal control over financial reporting based on the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework. Based on that evaluation, management concluded that the Company' s internal control over financial reporting was effective as of December 31, 2011.

Deloitte and Touche LLP has audited the Company' s internal control over financial reporting as of December 31, 2010 in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB). Those standards require that Deloitte and Touche LLP plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

February 24, 2012

Item 9B. Other Information

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Pursuant to Instruction G(3) to Form 10-K, the information required by Item 10 with respect to the Directors of the Registrant is incorporated by reference from the Company' s definitive proxy statement which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Pursuant to Instruction G(3) to Form 10-K, the information required by Item 10 with respect to the Executive Officers of the Registrant is incorporated by reference from the Company' s definitive proxy statement which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Information regarding the Company' s Code of Business Conduct and Ethics is available on the Company' s website, www.amphenol.com. In addition a copy may be requested by writing to the Company' s World Headquarters at:

358 Hall Avenue
P.O. Box 5030
Wallingford, CT 06492
Attention: Investor Relations

Item 11. Executive Compensation

Pursuant to Instruction G(3) to Form 10-K, the information required by Item 11 is incorporated by reference from the Company' s definitive proxy statement, which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Pursuant to Instruction G(3) to Form 10-K, the information required by Item 12 is incorporated by reference from the Company' s definitive proxy statement, which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Pursuant to Instruction G(3) to Form 10-K, the information required by Item 13 is incorporated by reference from the Company' s definitive proxy statement, which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

Item 14. Principal Accountant Fees and Services

Pursuant to Instruction G(3) to Form 10-K, the information required by Item 14 is incorporated by reference from the Company' s definitive proxy statement, which is expected to be filed pursuant to Regulation 14A within 120 days following the end of the fiscal year covered by this report.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Consolidated Financial Statements

(a)(2) Financial Statement Schedules for the Three Years Ended December 31, 2011

Schedule

Schedules other than the above have been omitted because they are either not applicable or the required information has been disclosed in the consolidated financial statements or notes thereto.

(a)(3) Listing of Exhibits

See the Index of Exhibits immediately following the signature page of this annual report on Form 10-K.

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SCHEDULE II
AMPHENOL CORPORATION AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
For the years ended December 31, 2011, 2010 and 2009
(Dollars in thousands)

	Balance at beginning of period	Charged to cost and expenses	Additions (Deductions)	Balance at end of period
Receivable Reserves:				
Year ended 2011	$ 14,946	$ (347)	$ (3,486)	$ 11,113
Year ended 2010	18,785	498	(4,337)	14,946
Year ended 2009	14,982	4,392	(589)	18,785

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Wallingford, State of Connecticut on the 24th day of February, 2012.

AMPHENOL CORPORATION

/s/ R. Adam Norwitt

R. Adam Norwitt
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and as of the date indicated below.

Signature	Title	Date

/s/ R. Adam Norwitt R. Adam Norwitt	President and Chief Executive Officer (Principal Executive Officer)	February 24, 2012
/s/ Diana G. Reardon Diana G. Reardon	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 24, 2012
/s/ Martin H. Loeffler Martin H. Loeffler	Chairman of the Board of Directors	February 24, 2012
/s/ Ronald P. Badie Ronald P. Badie	Director	February 24, 2012
/s/ Stanley L. Clark Stanley L. Clark	Director	February 24, 2012
/s/ Edward G. Jepsen Edward G. Jepsen	Director	February 24, 2012
/s/ Andrew E. Lietz Andrew E. Lietz	Director	February 24, 2012
/s/ John R. Lord John R. Lord	Director	February 24, 2012
/s/ Dean H. Secord Dean H. Secord	Director	February 24, 2012

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Index of Exhibits

3.1	By-Laws of the Company as of May 19, 1997 – NXS Acquisition Corp. By-Laws (filed as Exhibit 3.2 to the June 30, 1997 10-Q).*
3.2	Amended and Restated Certificate of Incorporation, dated April 24, 2000 (filed as Exhibit 3.1 to the Form 8-K filed on April 28, 2000).*
3.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation, dated May 26, 2004 (filed as Exhibit 3.1 to the June 30, 2004 10-Q).*
3.4	Second Certificate of Amendment of Amended and Restated Certificate of Incorporation, dated May 23, 2007 (filed as Exhibit 3.4 to the December 31, 2007 10-K).*
4.1	Indenture, dated as of November 5, 2009, between Amphenol Corporation and the Bank of New York Mellon, as trustee (filed as Exhibit 4.1 to the Form 8-K filed on November 5, 2009).*
4.2	Officers' Certificate, dated November 5, 2009, establishing the 4.75% Senior Notes due 2014 pursuant to the Indenture (filed as Exhibit 4.2 to the Form 8-K filed on November 5, 2009).*
4.3	Officers' Certificate, dated January 26, 2012, establishing the 4.00% Senior Notes due 2022 pursuant to the Indenture (filed as Exhibit 4.2 to the Form 8-K filed on January 26, 2012).*

10.1	Receivables Purchase Agreement dated as of July 31, 2006 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent (filed as Exhibit 10.10 to the June 30, 2006 10-Q).*
10.2	Amendment to Receivables Purchase Agreement dated as of May 26, 2009 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent (filed as Exhibit 10.2 to the June 30, 2009 10-Q).*
10.3	Amendment to Receivables Purchase Agreement dated as of May 25, 2010 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent (filed as Exhibit 10.2 to the June 30, 2010 10-Q)*
10.4	Amendment to Receivables Purchase Agreement dated February 1, 2011 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent (filed as Exhibit 10.4 to the December 31, 2010 10-K). *
10.5	Amendment to Receivables Purchase Agreement dated September 9, 2011 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent (filed as Exhibit 10.5 to the September 30, 2011 10-Q).
10.6	Amendment to Receivables Purchase Agreement dated January 19, 2012 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent.**
10.7	Purchase and Sales Agreement dated as of July 31, 2006 among the Originators named therein, Amphenol Funding Corp. and the Company (filed as Exhibit 10.13 to the June 30, 2006 10-Q).*
10.8	Receivables Purchase Agreement Extension Letter dated as of May 24, 2011 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent (filed as Exhibit 10.6 to the June 30, 2011 10-Q).*
10.9	Fourth Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.20 to the June 30, 2007 10-Q).*
10.10	Form of 2000 Management Stockholders' Agreement as of May 24, 2007 (filed as Exhibit 10.25 to the June 30, 2007 10-Q).*
10.11	Form of 2000 Non-Qualified Stock Option Grant Agreement Amended as of May 24, 2007 (filed as Exhibit 10.28 to the June 30, 2007 10-Q).*
10.12	2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (field as Exhibit 10.7 to the June 30, 2009 10-Q).*
10.13	Form of 2009 Non-Qualified Stock Option Grant Agreement dated as of May 20, 2009 (filed as Exhibit 10.8 to the June 30, 2009 10-Q).*
10.14	Form of 2009 Management Stockholders' Agreement dated as of May 20, 2009 (filed as Exhibit 10.9 to the June 30, 2009 10-Q).*
10.15	Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011 (filed as Exhibit 10.25 to the December 31, 2010 10-K).*
10.16	Amended and Restated Amphenol Corporation Supplemental Employee Retirement Plan (filed as Exhibit 10.24 to the December 31, 2008 10-K).*
10.17	Amphenol Corporation Directors' Deferred Compensation Plan (filed as Exhibit 10.11 to the December 31, 1997 10-K).*
10.18	The 2004 Stock Option Plan for Directors of Amphenol Corporation (filed as Exhibit 10.44 to the June 30, 2004 10-Q).*
10.19	The Amended 2004 Stock Option Plan for Directors of Amphenol Corporation (filed as Exhibit 10.29 to the June 30, 2008 10-Q).*
10.20	2010 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.33 to the December 31, 2009 10-K).*
10.21	2011 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.37 to the December 31, 2010 10-K).*

10.22	2012 Amphenol Corporation Management Incentive Plan.**

10.23	2009 Amphenol Corporation Executive Incentive Plan (filed as Exhibit 10.32 to the March 31, 2009 10-Q).*
10.24	Credit Agreement, dated as of August 13, 2010, among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Bank of America, N.A. acting as the administrative agent (filed as Exhibit 10.1 to the Form 8-K filed on August 18, 2010).*
10.25	First Amendment to Credit Agreement, dated as of June 30, 2011, among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Bank of America, N.A. acting as the administrative agent (filed as Exhibit 10.23 to the September 30, 2011 10-Q).*
10.26	Continuing Agreement for Standby Letters of Credit between the Company and Deutsche Bank dated March 4, 2009 (filed as Exhibit 10.36 to the March 31, 2009 10-Q).*
10.27	Agreement and Plan of Merger among Amphenol Acquisition Corporation, Allied Corporation and the Company, dated April 1, 1987, and the Amendment thereto dated as of May 15, 1987 (filed as Exhibit 2 to the 1987 Registration Statement).*
10.28	Settlement Agreement among Allied Signal Inc., the Company and LPL Investment Group, Inc. dated November 28, 1988 (filed as Exhibit 10.20 to the 1991 Registration Statement).*
10.29	The Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement as amended and restated effective March 1, 2010 (filed as Exhibit 10.50 to the March 31, 2010 10-Q).*
10.30	The Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement as amended and restated effective July 1, 2011 (filed as Exhibit 10.51 to the June 30, 2011 10-Q).*
10.31	The Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement as amended and restated effective August 16, 2011 (filed as Exhibit 10.29 to the September 30, 2011 10-Q).*
10.32	The Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement as amended and restated effective December 14, 2011.**
10.33	Restated Amphenol Corporation Supplemental Defined Contribution Plan (filed as Exhibit 10.30 to the September 30, 2011 10-Q).*
10.34	Amphenol Corporation Supplemental Defined Contribution Plan as amended and restated effective January 1, 2012.**
21.1	Subsidiaries of the Company.**
23.1	Consent of Deloitte & Touche LLP.**
31.1	Certification pursuant to Exchange Act Rules 13a-14 and 15d-14; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. **
31.2	Certification pursuant to Exchange Act Rules 13a-14 and 15d-14; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. **
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **
101.INS	XBRL Instance Document.**
101.SCH	XBRL Taxonomy Extension Schema Document.**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.**
101.DEF	XBRL Taxonomy Extension Definition Document.**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.**

* Incorporated herein by reference as stated.

** Filed herewith.

Exhibit 10.6

EXECUTION VERSION

AMENDMENT AGREEMENT

Dated as of January 19, 2012

by and among

AMPHENOL FUNDING CORP.,
as Seller,

AMPHENOL CORPORATION,
as Servicer,

ATLANTIC ASSET SECURITIZATION LLC,
as Conduit Purchaser,

and

CRÉDIT AGRICOLE CORPORATE
AND INVESTMENT BANK
as Administrative Agent for the Purchasers
and Related Committed Purchaser

This AMENDMENT AGREEMENT (this "Agreement"), dated as of January 19, 2012 (the "Amendment Effective Date"), is by and among Amphenol Funding Corp., a Delaware corporation, as Seller ("AFC"), Amphenol Corporation, a Delaware corporation, as Servicer ("Amphenol"), Atlantic Asset Securitization LLC, a Delaware limited liability company, as Conduit Purchaser ("Atlantic"), and Crédit Agricole Corporate and Investment Bank, f/k/a Calyon New York Branch, a French banking corporation, duly licensed under the laws of the State of New York, as Administrative Agent for the Purchasers and as the sole Related Committed Purchaser as of the date hereof ("Crédit Agricole").

Reference is hereby made to (i) that certain Receivables Purchase Agreement, dated as of July 31, 2006, as amended on May 26, 2009, May 25, 2010, February 1, 2011 and September 9, 2011 (as amended or otherwise modified, the "Receivables Purchase Agreement"), among AFC, Amphenol, Atlantic and Crédit Agricole; and (ii) that certain Amended and Restated Fee Letter, dated as of May 25, 2010 (as amended or otherwise modified, the "Fee Letter").

RECITALS

WHEREAS, the parties hereto wish to amend the Receivables Purchase Agreement, as herein set forth;

WHEREAS, AFC desires that Crédit Agricole extend its Commitment in its capacity as a Related Committed Purchaser under the Receivables Purchase Agreement, and Crédit Agricole is willing to extend such Commitment;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

ARTICLE I
DEFINED TERMS

SECTION 1.1 Capitalized terms used herein and not otherwise defined shall have the meaning set forth in the Receivables Purchase Agreement.

ARTICLE II
AMENDMENTS TO THE AFFECTED DOCUMENTS

SECTION 2.1 Amendments to Receivables Purchase Agreement.

(a) The definition of Commitment Expiry Date in Exhibit I to the Receivables Purchase Agreement is hereby amended in its entirety as follows:

> "Commitment Expiry Date" means for any Related Committed Purchaser, January 17, 2013, as such date may be extended from time to time in the sole discretion of such Related Committed Purchaser pursuant to Section 1.12 of the Receivables Purchase Agreement.

(b) The definition of Scheduled Commitment Expiry Date in Exhibit I to the Receivables Purchase Agreement is herby amended in its entirety as follows:

> "Scheduled Commitment Expiry Date" means January 17, 2013.

(c) The definition of Scheduled Facility Termination Date in Exhibit I to the Receivables Purchase Agreement is hereby amended in its entirety as follows:

> "Scheduled Facility Termination Date" means January 17, 2013.

SECTION 2.2 Amendments to Fee Letter

(a) Concurrently with the execution of this Agreement, the parties hereto are entering into an amendment and restatement of the Fee Letter (the "Amended Fee Letter"), to be dated as of the date hereof and containing certain modifications to the terms thereof, and the parties hereto agree that the definition of "Fee Letter" in Section 1.7 of the Receivable Purchase Agreement shall be deemed to refer to the Amended Fee Letter from and after its execution and delivery.

ARTICLE III
CONDITIONS TO EFFECTIVENESS

SECTION 3.1 Amendment Effective Date. This Agreement and the provisions contained herein shall become effective as of the date hereof, provided that Crédit Agricole shall have, in form and substance satisfactory to it, received an original counterpart (or counterparts) of this Agreement executed by each of the parties hereto.

ARTICLE IV
NOTICE, CONFIRMATION, ACKNOWLEDGEMENT,
RELEASE AND REPRESENTATIONS AND WARRANTIES

SECTION 4.1 Notice. Each party hereto hereby acknowledges timely notice of the execution of this Agreement and of the transactions and amendments contemplated hereby. Each party hereto hereby waives any notice requirement contained in the Transaction Documents with respect to the execution of this Agreement.

SECTION 4.2 Confirmation of the Subject Documents. The parties hereto each hereby acknowledge and agree that, except as herein expressly amended, the Receivables Purchase Agreement and each other Transaction Document are each ratified and confirmed in all respects and shall remain in full force and effect in accordance with their respective terms.

SECTION 4.3 Representations and Warranties. By its signature hereto, each party hereto hereby represents and warrants that, before and after giving effect to this Agreement, as follows:

(a) Its representations and warranties set forth in the Transaction Documents (as amended hereby) are true and correct as if made on the date hereof, except to the extent they expressly relate to an earlier date, and except for matters that have been disclosed to Crédit Agricole in writing; and

(b) No Termination Event (as defined in the Receivables Purchase Agreement) has occurred and is continuing.

ARTICLE V
MISCELLANEOUS

SECTION 5.1 GOVERNING LAW. THIS AGREEMENT SHALL BE DEEMED TO BE A CONTRACT MADE UNDER AND GOVERNED BY THE INTERNAL LAWS OF THE STATE OF NEW YORK (INCLUDING FOR SUCH PURPOSE SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK).

SECTION 5.2 Execution in Counterparts. This Agreement may be executed in any number of counterparts, each of which, when so executed, shall be deemed to be an original, and all of which, when taken together, shall constitute one and the same agreement.

SECTION 5.3 WAIVER OF JURY TRIAL. EACH OF THE PARTIES HERETO WAIVES THEIR RESPECTIVE RIGHTS TO A TRIAL BY JURY OF ANY CLAIM OR CAUSE OF ACTION BASED UPON OR ARISING OUT OF OR RELATED TO THIS AGREEMENT OR THE TRANSACTIONS CONTEMPLATED HEREBY IN ANY ACTION, PROCEEDING OR OTHER LITIGATION OF ANY TYPE BROUGHT BY ANY OF THE PARTIES AGAINST ANY OTHER PARTY OR PARTIES, WHETHER WITH RESPECT TO CONTRACT CLAIMS, TORT CLAIMS OR OTHERWISE. EACH OF THE PARTIES HERETO AGREES THAT ANY SUCH CLAIM OR CAUSE OF ACTION SHALL BE TRIED BY A COURT TRIAL WITHOUT A JURY. WITHOUT LIMITING THE FOREGOING, EACH OF THE PARTIES HERETO FURTHER AGREES THAT ITS RESPECTIVE RIGHT TO A TRIAL BY JURY IS WAIVED BY OPERATION OF THIS SECTION AS TO ANY ACTION, COUNTERCLAIM OR OTHER PROCEEDING THAT SEEKS, IN WHOLE OR IN PART, TO CHALLENGE THE VALIDITY OR ENFORCEABILITY OF THIS AGREEMENT OR ANY PROVISION HEREOF. THIS WAIVER SHALL APPLY TO ANY SUBSEQUENT AMENDMENTS, RENEWALS, SUPPLEMENTS OR MODIFICATIONS TO THIS AGREEMENT.

SECTION 5.4 Entire Agreement. This Agreement, the Receivables Purchase Agreement, as amended by this Agreement, and the other Transaction Documents, as amended by this Agreement, embody the entire agreement and understanding of the parties hereto and supersede any and all prior agreements, arrangements and understandings relating to the matters provided for herein.

SECTION 5.5 Headings. The captions and headings of this Agreement are for convenience of reference only and shall not affect the interpretation hereof or thereof.

SECTION 5.6 Severability. If any provision of this Agreement, or the application thereof to any party or any circumstance, is held to be unenforceable, invalid or illegal (in whole or in part) for any reason (in any jurisdiction), the remaining terms of this Agreement, modified by the deletion of the unenforceable, invalid or illegal portion (in any relevant jurisdiction), will continue in full force and effect, and such unenforceability, invalidity or illegality will not otherwise affect the enforceability, validity or legality of the remaining terms of this Agreement

so long as this Agreement, as so modified, continues to express, without material change, the original intentions of the parties as to the subject matter hereof and the deletion of such portion of this Agreement will not substantially impair the respective expectations of the parties or the practical realization of the benefits that would otherwise be conferred upon the parties.

SECTION 5.7 SUBMISSION TO JURISDICTION. ANY LEGAL ACTION OR PROCEEDING WITH RESPECT TO THIS AGREEMENT MAY BE BROUGHT IN THE COURTS OF THE STATE OF NEW YORK OR OF THE UNITED STATES FOR THE SOUTHERN DISTRICT OF NEW YORK; AND, BY EXECUTION AND DELIVERY OF THIS AGREEMENT, EACH OF THE PARTIES HERETO CONSENTS, FOR ITSELF AND IN RESPECT OF ITS PROPERTY, TO THE NON-EXCLUSIVE JURISDICTION OF THOSE COURTS. EACH OF THE PARTIES HERETO IRREVOCABLY WAIVES, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ANY OBJECTION, INCLUDING ANY OBJECTION TO THE LAYING OF VENUE OR BASED ON THE GROUNDS OF FORUM NON CONVENIENS, THAT IT MAY NOW OR HEREAFTER HAVE TO THE BRINGING OF ANY ACTION OR PROCEEDING IN SUCH JURISDICTION IN RESPECT OF THIS AGREEMENT OR ANY DOCUMENT RELATED HERETO. EACH OF THE PARTIES HERETO WAIVES PERSONAL SERVICE OF ANY SUMMONS, COMPLAINT OR OTHER PROCESS, WHICH SERVICE MAY BE MADE BY ANY OTHER MEANS PERMITTED BY NEW YORK LAW.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective officers thereunto duly authorized, as of the date first above written.

AMPHENOL FUNDING CORP.,
as Seller

By: ____________________
Name:
Title:

Address:
358 Hall Avenue
Wallingford, Connecticut 06492
Attention: Treasurer

Facsimile: (203) 265-8623

AMPHENOL CORPORATION,
individually and as Servicer

By: ______________________________
Name:
Title:

Address:
358 Hall Avenue
Wallingford, Connecticut 06492
Attention: Treasurer
Facsimile: (203) 265-8623

ATLANTIC ASSET SECURITIZATION LLC,
as Conduit Purchaser

By: CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK,
as Attorney-in-fact

By: ______________________________
Name:
Title:

By: ______________________________
Name:
Title:

Address:
Deric Bradford
c/o Crédit Agricole Corporate and Investment Bank
1301 Avenue of the Americas, 17th Floor
New York, NY 10019
Phone: 212-261-3470
Facsimile: 917-849-5584

CRÉDIT AGRICOLE CORPORATE AND
INVESTMENT BANK,
as Administrative Agent

By: ______________________________
Name:
Title:

By: ______________________________
Name:
Title:

Address:

Deric Bradford
c/o Crédit Agricole Corporate and
Investment Bank
1301 Avenue of the Americas, 17th Floor
New York, NY 10019
Phone: 212-261-3470
Facsimile: 917-849-5584

CRÉDIT AGRICOLE CORPORATE AND
INVESTMENT BANK,
as a Related Committed Purchaser for Atlantic Asset Securitization LLC

By: ______________________________
Name:
Title:

By: ______________________________
Name:
Title:

Address:

Deric Bradford
c/o Crédit Agricole Corporate and
Investment Bank
1301 Avenue of the Americas, 17th Floor
New York, NY 10019
Phone: 212-261-3470

Facsimile: 917-849-5584

Exhibit 10.22

2012
AMPHENOL MANAGEMENT INCENTIVE PLAN

I. Purpose

The purpose of the Plan is to reward eligible key employees of Amphenol Corporation and affiliated operations with performance based cash bonus payments provided certain individual, operating unit and Company goals are achieved. The Compensation Committee of the Board of Directors has approved the Plan pursuant to its authority under the 2009 Amphenol Executive Incentive Plan.

II. Eligibility

Key management personnel and target bonuses are as recommended by the CEO. Generally, participation includes senior management positions, corporate staff managers, general managers and their designated direct reports. Participation, target bonuses and bonus payments are as approved by the Compensation Committee.

III. Plan Components

Payments under the Incentive Plan are based primarily on performance against quantitative measures established at the beginning of each year. In addition, consideration will be given, when appropriate, to certain qualitative factors as further discussed below. The quantitative portion of the 2012 Management Incentive Plan is contingent upon the Company' s achievement and/or each Group' s achievement, and/or each operating unit' s achievement and/or each individual' s achievement of performance targets and/or goals. These targets and/or goals include revenue, operating income, operating cash flow, return on investment, return on sales, organic growth and contribution to EPS growth. For 2012 quantitative performance criteria are based primarily on sales and income growth in 2012 over 2011 and actual performance in 2012 as compared to 2012 budget. Performance based payments pursuant to the 2012 Management Incentive Plan may be adjusted if unusual and unanticipated market conditions materially impact the Company' s, a Group' s, an operating unit' s, or an individual' s growth and/or performance. Qualitative factors considered in establishing performance based payment pursuant to the 2012 Management Incentive Plan include the following: accomplishments against budget, balance sheet management including cash flow, new market/new product positioning, operating unit and group contribution to total Company performance, other specific individual objective impacting Company performance, customer satisfaction, cost reductions and productivity improvement and quality management.

IV. Administration

- Payments are based upon average base salary during the Plan year (new hires will be prorated accordingly if hired after February 1st of the plan year).
- The maximum allowable payout under the Plan is 2x the target bonus as applied to average base salary.
- To be eligible for the bonus payment, a participant must be an active employee on the payroll and in good standing as of December 31, 2012. Exceptions must be recommended by the CEO and be approved by the Compensation Committee.
- Payments are made not later than March 15th of the calendar year immediately following the Plan year. All payments are subject to the recommendation of the CEO and the approval of the Compensation Committee.
- The Compensation Committee will interpret and administer the Plan in a manner consistent with the 2009 Amphenol Executive Incentive Plan.
- The Plan is intended to be exempt from the requirements of the Section 409A of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations and other applicable guidance issued thereunder ("Section 409A") or if not exempt, to satisfy the requirements of Section 409A, and the provisions of the Plan shall be construed in a manner consistent therewith.

Exhibit 10.32

VOLUME SUBMITTER
DEFINED CONTRIBUTION PLAN

(PROFIT SHARING/401(K) PLAN)

A FIDELITY VOLUME SUBMITTER PLAN

Adoption Agreement No. 001
For use With
Fidelity Basic Plan Document No. 14

Plan Number 85085 — 85085-1326120376
The CORPORATEplan for Retirement[SM]
Volume Submitter Defined Contribution Plan

TABLE OF CONTENTS

ADOPTION AGREEMENT
ARTICLE 1
PROFIT SHARING/401(K) PLAN

1.01 <u>PLAN INFORMATION</u>

(a) ***Name of Plan*:**

This is the Amphenol Corporation Employee Savings/401(k) Plan (the "Plan")

(b) ***Type of Plan*:**

(1) ☐ 401(k) Only

(2) ☒ 401(k) and Profit Sharing

(3) ☐ Profit Sharing Only

(c) ***Administrator Name (if not the Employer):***

(d) ***Plan Year End*** (month/day)**:** 12/31

(e) ***Three Digit Plan Number***: 010

(f) ***Limitation Year*** (check one):

(1) ☐ Calendar Year

(2) ☒ Plan Year

(3) ☐ Other:

(g) ***Plan Status*** (check appropriate box(es)):

(1) Adoption Agreement Effective Date: 12/14/2011

Note: The effective date specified above must be after the last day of the 2001 Plan Year.

(2) The Adoption Agreement Effective Date is:

(A) ☐ A new Plan Effective Date

(B) ☒ An amendment Effective Date (check one):

(i) ☒ an amendment and restatement of this Basic Plan Document No. 14 and its Adoption Agreement previously executed by the Employer;

(ii) ☐ a conversion from Fidelity Basic Plan Document No. 02 and its Adoption Agreement to Basic Plan Document No. 14 and its Adoption Agreement; or

(iii) ☐ a conversion to Basic Plan Document No. 14 and its Adoption Agreement.

The original effective date of the Plan: 1/1/1990

(3) ☐ **Special Effective Dates.** Certain provisions of the Plan shall be effective as of a date other than the date specified in Subsection 1.01(g)(1) above. Please complete the Special Effective Dates Addendum to the Adoption Agreement indicating the affected provisions and their effective dates.

(4) ☒ **Plan Merger Effective Dates.** Certain plan(s) were merged into the Plan on or after the date specified in Subsection 1.01(g)(1) above. The merged plans are listed in the Plan Mergers Addendum. Please complete the appropriate subsection(s) of the Plan Mergers Addendum to the Adoption Agreement indicating the plan(s) that have merged into the Plan and the effective date(s) of such merger(s).

(5) ☐ **Frozen Plan.** The Plan is currently frozen. Unless the Plan is amended in the future to provide otherwise, no further contributions shall be made to the Plan. Plan assets will continue to be held on behalf of Participants and their Beneficiaries until distributed in accordance with the Plan terms. ***(If this provision is selected, it will override any conflicting provision selected in the Adoption Agreement.)***

Note: While the Plan is frozen, no further contributions, including Deferral Contributions, Employee Contributions, and Rollover Contributions, may be made to the Plan and no employee who is not already a Participant in the Plan may become a Participant.

1.02 <u>EMPLOYER</u>

(a) ***Employer Name*****:** Amphenol Corporation

(1) Employer' s Tax Identification Number: 22-2785165

(2) Employer' s fiscal year end: 12/31

(b) ***The term "Employer" includes the following participating employers*** (choose one)**:**

(1) ☐ No other employers participate in the Plan.

(2) ☒ Certain other employers participate in the Plan. Please complete the Participating Employers Addendum.

1.03 TRUSTEE

(a) ***Trustee Name*:** **Fidelity Management Trust Company**

Address: 82 Devonshire Street

Boston, MA 02109

1.04 COVERAGE

***All Employees who meet the conditions specified below shall be eligible to participate in the Plan*:**

(a) ***Age Requirement*** **(check one):**

(1) ☒ no age requirement.

(2) ☐ must have attained age: **(not to exceed 21).**

(b) ***Eligibility Service Requirement(s) -*** There shall be no eligibility service requirements for contributions to the Plan unless selected below **(check one):**

(1) ☐ (**not to exceed 365**) days of Eligibility Service requirement (no minimum Hours of Service can be required)

(2) ☐ (**not to exceed 12**) months of Eligibility Service requirement (no minimum Hours of Service can be required)

(3) ☐ one year of Eligibility Service requirement (at least **(not to exceed 1,000)** Hours of Service are required during the Eligibility Computation Period**)**

(4) ☐ two years of Eligibility Service requirement (at least **(not to exceed 1,000)** Hours of Service are required during each Eligibility Computation Period) ***(If Option 1.07(a) is elected, only one year of Eligibility Service is required for Deferral Contributions.)***

Note: If the Employer selects the two year Eligibility Service requirement, then contributions subject to such Eligibility Service requirement must be 100% vested when made.

(5) ☐ **Hours of Service Crediting.** Hours of Service will be credited in accordance with the equivalency selected in the Hours of Service Equivalencies Addendum rather than in accordance with the equivalency described in Subsection 2.01(dd) of the Basic Plan Document. Please complete the Hours of Service Equivalencies Addendum.

(c) ***Eligibility Computation Period*** - The Eligibility Computation Period is the 12-consecutive-month period beginning on an Employee' s Employment Commencement Date and each 12-consecutive-month period beginning on an anniversary of his Employment Commencement Date.

(d) ***Eligible Class of Employees***:

(1) Generally, the Employees eligible to participate in the Plan are (choose one):

(A) ☒ all Employees of the Employer.

(B) ☐ only Employees of the Employer who are covered by (choose one):

(i) ☐ any collective bargaining agreement with the Employer, provided that the agreement requires the employees to be included under the Plan**.**

(ii) ☐ the following collective bargaining agreement(s) with the Employer:

(2) ☒ Notwithstanding the selection in Subsection 1.04(d)(1) above, certain Employees of the Employer are excluded from participation in the Plan (check the appropriate box(es)):

Note: Certain employees (e.g., residents of Puerto Rico) are excluded automatically pursuant to Subsection 2.01(s) of the Basic Plan Document, regardless of the Employer' s selection under this Subsection 1.04(d)(2).

(A) ☐ employees covered by a collective bargaining agreement, unless the agreement requires the employees to be included under the Plan. ***(Do not choose if Option 1.04(d)(1)(B) is selected above.)***

(B) ☐ Highly Compensated Employees as defined in Subsection 2.01(cc) of the Basic Plan Document.

(C) ☒ Leased Employees as defined in Subsection 2.01(ff) of the Basic Plan Document.

(D) ☒ nonresident aliens who do not receive any earned income from the Employer which constitutes United States source income.

(E) ☒ other:

An Employee of a division, location or business unit of an Employer that does not participate in the plan (The following divisions, locations, or business units of Amphenol Corporation participate in the plan: Amphenol Aerospace Operations-except for Amphenol Backplane

Systems division; Amphenol RF- Danbury; Amphenol Spectra Strip Operations; Amphenol Fiber Optics Products, Amphenol-Tuchel Electronics; Amphenol Nexus Technologies; Amphenol AssembleTech. Without

limitation, Amphenol TCS is not a participating division, location or business unit of an Employer.) 2). Employees covered by a collective bargaining agreement unless such agreement expressly provides for participation in this plan. 3). An Employee designated by the Employer as a member of the substitute workforce, as distinguished from a regular full-time or part-time employee, that is a separate employment classification based on availability of work.

Note: The eligible group defined above must be a definitely determinable group and cannot be subject to the discretion of the Employer. In addition, the design of the classifications cannot be such that the only Non-Highly Compensated Employees benefiting under the Plan are those with the lowest compensation and/or the shortest periods of service and who may represent the minimum number of such employees necessary to satisfy coverage under Code Section 410(b).

(i) ☒ Notwithstanding this exclusion, any Employee who is excluded from participation solely because he is in a group described below shall become an Eligible Employee eligible to participate in the Plan on the Entry Date coinciding with or immediately following the date on which he first satisfies the following requirements: (I) he attains age 21 and (II) he completes at least 1,000 Hours of Service during an Eligibility Computation Period. This Subsection 1.04(d)(2)(E)(i) applies to the following excluded Employees ***(Must choose if an exclusion in (E) above directly or indirectly imposes an age and/or service requirement for participation, for example by excluding part-time or temporary employees):***

An Employee designated by the Employer as a member of the substitute workforce, as distinguished from a regular full-time or part-time employee, that is a separate employment classification based on availability of work.

Note: The Employer should exercise caution when excluding employees from participation in the Plan. Exclusion of employees may adversely affect the Plan' s satisfaction of the minimum coverage requirements, as provided in Code Section 410(b).

(e) ***Entry Date(s) -*** The Entry Date(s) shall be **(check one):**

(1) ☐ the first day of each Plan Year and the first day of the seventh month of each Plan Year

(2) ☐ the first day of each Plan Year and the first day of the fourth, seventh, and tenth months of each Plan Year

(3) ☒ the first day of each month

(4) ☐ immediate upon meeting the eligibility requirements specified in Subsections 1.04(a) and 1.04(b)

(5) ☐ the first day of each Plan Year (Do not select if there is an Eligibility Service requirement of more than six months in Subsection 1.04(b) for the type(s) of contribution or if there is an age requirement of more than 20 1/2 in Subsection 1.04(a) for the type(s) of contribution.)

Note: If another plan is merged into the Plan, the Plan may provide on the Plan Mergers Addendum that the effective date of the merger is also an Entry Date with respect to certain Employees.

(f) ***Date of Initial Participation*** - An Employee shall become a Participant unless excluded by Subsection 1.04(d) above on the Entry Date coinciding with or immediately following the date the Employee completes the service and age requirement(s) in Subsections 1.04(a) and (b), if any, except (check one):

(1) ☒ no exceptions.

(2) ☐ Employees employed on ________ ***(insert date)*** shall become Participants on that date.

(3) ☐ Employees who meet the age and service requirement(s) of Subsections 1.04(a) and (b) on ________ ***(insert date)*** shall become Participants on that date.

1.05 <u>COMPENSATION</u>

Compensation for purposes of determining contributions shall be as defined in Subsection 2.01(k) of the Basic Plan Document, modified as provided below.

(a) ***Compensation Exclusions*** **-** Compensation shall exclude the item(s) selected below.

(1) ☐ No exclusions.

(2) ☐ Overtime pay.

(3) ☐ Bonuses.

(4) ☐ Commissions.

(5) ☒ The value of restricted stock or of a qualified or a non-qualified stock option granted to an Employee by the Employer to the extent such value is includable in the Employee' s taxable income.

(6) ☒ Severance pay received prior to termination of employment. *(Severance pay received following termination of employment is always excluded for purposes of contributions.)*

Note: If the Employer selects an option, other than (1) above, with respect to Nonelective Employer Contributions, Compensation must be tested to show that it meets the requirements of Code Section 414(s) or the allocations must be tested to show that they meet the general test under regulations issued under Code Section 401(a)(4). These exclusions shall not apply for purposes of the "Top-Heavy" requirements in Section 15.03, for allocating safe harbor Matching Employer Contributions if Subsection 1.11(a)(3) is selected, for allocating safe harbor Nonelective Employer Contributions if Subsection 1.12(a)(3) is selected, or for allocating non-safe harbor Nonelective Employer Contributions if the Integrated Formula is elected in Subsection 1.12(b)(2).

(b) ***Compensation for the First Year of Participation*** - Contributions for the Plan Year in which an Employee first becomes a Participant shall be determined based on the Employee' s Compensation as provided below. (Complete by checking the appropriate boxes.)

(1) ☐ Compensation for the entire Plan Year. (Complete (A) below, if applicable, with regard to the initial Plan Year of the Plan.)

(A) ☐ For purposes of determining the amount of Nonelective Employer Contributions, other than 401(k) Safe Harbor Nonelective Employer Contributions, for all Employees who become Active Participants during the initial Plan Year, Compensation for the 12-month period ending on the last day of the initial Plan Year shall be used.

(2) ☒ Only Compensation for the portion of the Plan Year in which the Employee is eligible to participate in the Plan. (Complete (A) below, if applicable, with regard to the initial Plan Year of the Plan.)

(A) ☐ For purposes of determining the amount of Nonelective Employer Contributions, other than 401(k) Safe Harbor Nonelective Employer Contributions, for those Employees who become Active Participants on the

Effective Date of the Plan, Compensation for the 12-month period ending on the last day of the initial Plan Year shall be used. For all other Employees, only Compensation for the period in which they are eligible shall be used.

1.06 TESTING RULES

(a) ***ADP/ACP Present Testing Method -*** The testing method for purposes of applying the "ADP" and "ACP" tests described in Sections 6.03 and 6.06 of the Basic Plan Document shall be the (check one):

(1) ☒ **Current Year Testing Method -** The "ADP" or "ACP" of Highly Compensated Employees for the Plan Year shall be compared to the "ADP" or "ACP" of Non-Highly Compensated Employees for the same Plan Year. ***(Must choose if Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, or Option 1.12(a)(3), 401(k) Safe Harbor Formula, with respect to Nonelective Employer Contributions is checked.)***

(2) ☐ **Prior Year Testing Method -** The "ADP" or "ACP" of Highly Compensated Employees for the Plan Year shall be compared to the "ADP" or "ACP" of Non-Highly Compensated Employees for the immediately preceding Plan Year. ***(Do <u>not</u> choose if Option 1.10(a)(1), alternative allocation formula for Qualified Nonelective Contributions.)***

(3) ☐ Not applicable. ***(Only if Option 1.01(b)(3), Profit Sharing Only, is checked and Option 1.08(a)(1), Future Employee Contributions, and Option 1.11(a), Matching Employer Contributions, are <u>not</u> checked or Option 1.04(d)(2)(B), excluding all Highly Compensated Employees from the eligible class of Employees, is checked.)***

Note: Restrictions apply on elections to change testing methods.

(b) ***First Year Testing Method -*** If the first Plan Year that the Plan, other than a successor plan, permits Deferral Contributions or provides for either Employee or Matching Employer Contributions, occurs on or after the Effective Date specified in Subsection 1.01(g), the "ADP" and/or "ACP" test for such first Plan Year shall be applied using the actual "ADP" and/or "ACP" of Non-Highly Compensated Employees for such first Plan Year, unless otherwise provided below.

(1) ☐ The "ADP" and/or "ACP" test for the first Plan Year that the Plan permits Deferral Contributions or provides for either Employee or Matching Employer Contributions shall be applied assuming a 3% "ADP" and/or "ACP" for Non-Highly Compensated Employees. ***(Do not choose unless Plan uses prior year testing method described in Subsection 1.06(a)(2).)***

(c) ***HCE Determinations: Look Back Year -*** The look back year for purposes of determining which Employees are Highly Compensated Employees shall be the 12-consecutive-month period preceding the Plan Year unless otherwise provided below.

(1) ☐ **Calendar Year Determination -** The look back year shall be the calendar year beginning within the preceding Plan Year. ***(Do not choose if the Plan Year is the calendar year.)***

(d) ***HCE Determinations: Top Paid Group Election -*** All Employees with Compensation exceeding the dollar amount specified in Code Section 414(q)(1)(B)(i) adjusted pursuant to Code Section 415(d) (e.g., $95,000 for "determination years" beginning in 2005 and "look-back years" beginning in 2004) shall be considered Highly Compensated Employees, unless Top Paid Group Election below is checked.

(1) ☒ **Top Paid Group Election -** Employees with Compensation exceeding the dollar amount specified in Code Section 414(q)(1)(B)(i) adjusted pursuant to Code Section 415(d) (e.g., $95,000 for "determination years" beginning in 2005 and "look-back years" beginning in 2004 shall be considered Highly Compensated Employees only if they are in the top paid group (the top 20% of Employees ranked by Compensation).

Note: Plan provisions for Sections 1.06(c) and 1.06(d) must apply consistently to all retirement plans of the Employer for determination years that begin with or within the same calendar year (except that Option 1.06(c)(1), Calendar Year Determination, shall not apply to calendar year plans).

1.07 DEFERRAL CONTRIBUTIONS

(a) ☒ ***Deferral Contributions -*** Participants may elect to have a portion of their Compensation contributed to the Plan on a before-tax basis pursuant to Code Section 401(k). Pursuant to Subsection 5.03(a) of the Basic Plan Document, if Catch-Up Contributions are selected below, the Plan' s deferral limit is 75%, unless the Employer elects an alternative deferral limit in Subsection 1.07(a)(1)(A) below. If Catch-Up Contributions are selected below, and the Employer has specified a percentage in Subsection 1.07(a)(1)(A) that is less than 75%, a Participant eligible to make Catch-Up Contributions shall (subject to the statutory limits in Treasury Regulation Section 1.414-1(b)(1)(i)) in any event be permitted to contribute in excess of the specified deferral limit up to 100% of the Participant' s "effectively available Compensation" (*i.e.,* Compensation available after other withholding), as required by Treasury Regulation Section 1.414(v)-1(e)(1)(ii)(B).

(1) **Regular Contributions -** The Employer shall make a Deferral Contribution in accordance with Section 5.03 of the Basic Plan Document on behalf of each Participant who has an executed salary reduction agreement in effect with the Employer for the payroll period in question. Such Deferral Contribution shall not exceed the deferral limit specified in Subsection 5.03(a) of the Basic Plan Document or in Subsection 1.07(a)(1)(A) below, as applicable. Check and complete the appropriate box(es), if any.

(A) ☒ The deferral limit is **60**% ***(must be a whole number multiple of one percent)*** of Compensation. ***(Unless a different deferral limit is specified, the deferral limit shall be 75%. If Option 1.07(a)(4), Catch-Up Contributions, is selected below, complete only if deferral limit is other than 75%.)***

(B) ☐ Instead of specifying a percentage of Compensation, a Participant' s salary reduction agreement may specify a dollar amount to be contributed each payroll period, provided such dollar amount does not exceed the maximum percentage of Compensation specified in Subsection 5.03(a) of the Basic Plan Document or in Subsection 1.07(a)(1)(A) above, as applicable.

(C) A Participant may increase or decrease, on a prospective basis, his salary reduction agreement percentage or, if Roth 401(k) Contributions are selected in Subsection 1.07(a)(5) below, the portion of his Deferral Contributions designated as Roth 401(k) Contributions (check one):

(i) ☐ as of the beginning of each payroll period.

(ii) ☒ as of the first day of each month.

(iii) ☐ as of each Entry Date. ***(Do not select if immediate entry is elected with respect to Deferral Contributions in Subsection 1.04(e).)***

(iv) ☐ as of the first day of each calendar quarter.

(v) ☐ as of the first day of each Plan Year.

(vi) ☐ other. (Specify, but must be at least once per Plan Year).

Note: Notwithstanding the Employer' s election hereunder, if Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, or Option 1.12(a)(3), 401(k) Safe Harbor Formula, with respect to Nonelective Employer Contributions is checked, the Plan provides that an Active Participant may change his salary reduction agreement percentage for the Plan Year within a reasonable period (not fewer than 30 days) of receiving the notice described in Section 6.09 of the Basic Plan Document.

(D) A Participant may revoke, on a prospective basis, a salary reduction agreement at any time upon proper notice to the Administrator but in such case may not file a new salary reduction agreement until (check one):

(i) ☐ the beginning of the next payroll period.

(ii) ☐ the first day of the next month.

(iii) ☒ the next Entry Date. ***(Do not select if immediate entry is elected with respect to Deferral Contributions in Subsection 1.04(e).)***

(iv) ☐ as of the first day of each calendar quarter.

(v) ☐ as of the first day of each Plan Year.

(vi) ☐ other. (Specify, but must be at least once per Plan Year).

(2) ☒ **Additional Deferral Contributions -** The Employer shall allow a Participant upon proper notice and approval to enter into a special salary reduction agreement to make additional Deferral Contributions in an amount up to 100% of their effectively available Compensation for the payroll period(s) designated by the Employer.

(3) ☒ **Bonus Contributions -** The Employer shall allow a Participant upon proper notice and approval to enter into a special salary reduction agreement to make Deferral Contributions in an amount up to 100% of any Employer paid cash bonuses designated by the Employer on a uniform and nondiscriminatory basis that are made for such Participants during the Plan Year. The Compensation definition elected by the Employer in Subsection 1.05(a) must include bonuses if bonus contributions are permitted. Unless a Participant has entered into a special salary reduction agreement with respect to bonuses, the percentage deferred from any Employer paid cash bonus shall be (check (A) or (B) below):

(A) ☐ Zero.

(B) ☒ The same percentage elected by the Participant for his regular contributions in accordance with Subsection 1.07(a)(1) above or deemed to have been elected by the Participant in accordance with Option 1.07(a)(6) below.

Note: A Participant' s contributions under Subsection 1.07(a)(2) and/or (3) may not cause the Participant to exceed the percentage limit specified by the Employer in Subsection 1.07(a)(1)(A) for the full Plan Year. If the Administrator anticipates that the Plan will not satisfy the "ADP" and/or "ACP" test for the year, the Administrator may reduce the rate of Deferral Contributions of Participants who are Highly Compensated Employees to an amount objectively determined by the Administrator to be necessary to satisfy the "ADP" and/or "ACP" test.

(4) ☒ **Catch-Up Contributions -** The following Participants who have attained or are expected to attain age 50 before the close of the calendar year will be permitted to make Catch-Up Contributions to the Plan, as described in Subsection 5.03(a) of the Basic Plan Document:

(A) ☒ All such Participants.

(B) ☐ All such Participants except those covered by a collective-bargaining agreement under which retirement benefits were a subject of good faith bargaining unless the bargaining agreement specifically provides for Catch-Up Contributions to be made on behalf of such Participants.

Note: The Employer must ***not*** select Option 1.07(a)(4) above unless all "applicable plans" (except any plan that is qualified under Puerto Rican law or that covers only employees who are covered by a collective bargaining agreement under which retirement benefits were a subject of good faith bargaining) maintained by the Employer and by any other employer that is treated as a single employer with the Employer under Code Section 414(b), (c), (m), or (o) also permit Catch-Up Contributions in the same dollar amount. An "applicable plan" is any 401(k) plan or any SIMPLE IRA plan, SEP, plan or contract that meets the requirements of Code Section 403(b), or Code Section 457 eligible governmental plan that provides for elective deferrals.

(5) ☐ **Roth 401(k) Contributions.** Participants shall be permitted to irrevocably designate pursuant to Subsection 5.03(b) of the Basic Plan Document that a portion or all of the Deferral Contributions made under this Subsection 1.07(a) are Roth 401(k) Contributions that are includable in the Participant' s gross income at the time deferred.

(6) ☒ ***Automatic Enrollment Contributions.*** Beginning on the effective date of this paragraph (6) (the "Automatic Enrollment Effective Date") and subject to the remainder of this paragraph (6), unless an Eligible Employee affirmatively elects otherwise, his Compensation will be reduced by 3% (the "Automatic Enrollment Rate"), such percentage to be increased in accordance with Option 1.07(b) (if applicable), for each payroll period in which he is an Active Participant, beginning as indicated in Subsection 1.07(a)(6)(A) below, and the Employer will make a pre-tax Deferral Contribution in such amount on the Participant' s behalf in accordance with the provisions of Subsection 5.03(c) of the Basic Plan Document (an "Automatic Enrollment Contribution").

(A) With respect to an affected Participant, Automatic Enrollment Contributions will begin as soon as administratively feasible on or after (check one):

(i) ☐ The Participant' s Entry Date.

(ii) ☒ 30 (minimum of 30) days following the Participant' s date of hire, but no sooner than the Participant' s Entry Date.

Within a reasonable period ending no later than the day prior to the date Compensation subject to the reduction would otherwise become available to the Participant, an Eligible Employee may make an affirmative election not to have Automatic Enrollment Contributions made on his behalf. If an Eligible Employee makes no such affirmative election, his Compensation shall be reduced and Automatic Enrollment Contributions will be made on his behalf in accordance with the provisions of this paragraph (6), and Option 1.07(b) if applicable, until such Active Participant elects to change or revoke such Deferral Contributions as provided in Subsection 1.07(a)(1)(C) or (D). Automatic Enrollment Contributions shall be made only on behalf of Active

Participants who are first hired by the Employer on or after the Automatic Enrollment Effective Date and do not have a Reemployment Commencement Date, unless otherwise provided below.

(B) ☒ Additionally, unless such affected Participant affirmatively elects otherwise within the reasonable period established by the Plan Administrator, Automatic Enrollment

Contributions will be made with respect to the Employees described below. (Check all that apply.)

(i) ☐ Inclusion of Previously Hired Employees. On the later of the date specified in Subsection 1.07(a)(6)(A) with regard to such Eligible Employee or as soon as administratively feasible on or after the 30th day following the Notification Date specified in Subsection 1.07(a)(6)(B)(i)(I) below, Automatic Enrollment Contributions will begin for the following Eligible Employees who were hired before the Automatic Enrollment Effective Date and have not had a Reemployment Commencement Date. (Complete (I), check (II) or (III), and complete (IV), if applicable.)

(I) Notification Date: . (Date must be on or after the Automatic Enrollment Effective Date.)

(II) ☐ Unless otherwise elected in Subsection 1.07(a)(6)(B)(i)(IV) below, all such Employees who have never had a Deferral Contribution election in place.

(III) ☐ Unless otherwise elected in Subsection 1.07(a)(6)(B)(i)(IV) below, all such Employees who have never had a Deferral Contribution election in place and were hired by the Employer before the Automatic Enrollment Effective Date, but on or after the following date: .

(IV) ☐ In addition to the group of Employees elected in Subsection 1.07(a)(6)(B)(i)(II) or (III) above, any Employee described in Subsection 1.07(a)(6)(B)(i)(II) or (III) above, as applicable, even if he has had a Deferral Contribution election in place previously, provided he is not suspended from making Deferral Contributions pursuant to the Plan and has a deferral rate of zero on the Notification Date.

(ii) ☒ Inclusion of Rehired Employees. Unless otherwise stated herein, each Eligible Employee having a Reemployment Commencement Date on the date indicated in Subsection 1.07(a)(6)(A) above. If Subsection 1.07(a)(6)(B)(i)(III) is selected, only such Employees with a Reemployment Commencement on or after the date specified in Subsection 1.07(a)(6)(B)(i)(III) will be automatically enrolled. If Subsection 1.07(a)(6)(B)(i) is not selected, only such Employees with a Reemployment Commencement on or after the Automatic Enrollment Effective Date will be automatically enrolled. If Subsection 1.07(a)(6)(A)(ii) has been elected above, for purposes of Subsection 1.07(a)(6)(A) only, such Employee' s Reemployment Commencement Date will be treated as his date of hire.

(b) ☐ ***Automatic Deferral Increase: (Choose only if Automatic Enrollment Contributions are selected in Option 1.07(a)(6) above) -*** Unless an Eligible Employee affirmatively elects otherwise after receiving appropriate notice, Deferral Contributions for each Active Participant having Automatic Enrollment Contributions made on his behalf shall be increased annually by the whole percentage of Compensation stated in Subsection 1.07(b)(1) below until the deferral percentage stated in Subsection 1.07(a)(1) is reached (except that the increase will be limited to only the percentage needed to reach the limit stated in Subsection 1.07(a)(1), if applying the percentage in Subsection 1.07(b)(1) would exceed the limit stated in Subsection 1.07(a)(1)), unless the Employer has elected a lower percentage limit in Subsection 1.07(b)(2) below.

(1) Increase by % **(not to exceed 10%)** of Compensation. Such increased Deferral Contributions shall be pre-tax Deferral Contributions.

(2) ☐ Limited to % of Compensation **(not to exceed the percentage indicated in Subsection 1.07(a)(1)).**

(3) Notwithstanding the above, the automatic deferral increase shall not apply to a Participant within the first six months following the date upon which Automatic Enrollment Contributions begin for such Participant.

1.08 <u>EMPLOYEE CONTRIBUTIONS (AFTER TAX-CONTRIBUTIONS)</u>

(a) ☐ ***Future Employee Contributions -*** Participants may make voluntary, non-deductible, after-tax Employee Contributions pursuant to Section 5.04 of the Basic Plan Document. The Employee Contribution made on behalf of an Active Participant each payroll period shall not exceed the contribution limit specified in Subsection 1.08(a)(1) below.

(1) The contribution limit is % ***(must be a whole number multiple of one percent)*** of Compensation.

(b) ☐ ***Frozen Employee Contributions -*** Participants may not currently make after-tax Employee Contributions to the Plan, but the Employer does maintain frozen Employee Contributions Accounts.

1.09 <u>ROLLOVER CONTRIBUTIONS</u>

(a) ☒ ***Rollover Contributions -*** Employees may roll over eligible amounts from other qualified plans to the Plan subject to the additional following requirements:

(1) ☐ The Plan will not accept rollovers of after-tax employee contributions.

(2) ☒ The Plan will not accept rollovers of designated Roth contributions. ***(Must be selected if Roth 401(k) Contributions are not elected in Subsection 1.07(a)(5).)***

1.10 <u>QUALIFIED NONELECTIVE EMPLOYER CONTRIBUTIONS</u>

(a) *Qualified Nonelective Employer Contributions* − If any of the following Options is checked: 1.07(a), Deferral Contributions, 1.08(a)(1), Future Employee Contributions or 1.11(a), Matching Employer Contributions, the

Employer may contribute an amount which it designates as a Qualified Nonelective Employer Contribution to be included in the "ADP" or "ACP" test. Unless otherwise provided below, Qualified Nonelective Employer Contributions shall be allocated to all Participants who were eligible to participate in the Plan at any time during the Plan Year and are Non-Highly Compensated Employees in the ratio which each such Participant' s "testing compensation", as defined in Subsection 6.01(r) of the Basic Plan Document, for the Plan Year bears to the total of all such Participants' "testing compensation" for the Plan Year.

(1) ☒ Qualified Nonelective Employer Contributions shall be allocated only among those Participants who are Non-Highly Compensated Employees and are designated by the Employer as eligible to receive a Qualified Nonelective Employer Contribution for the Plan Year. The amount of the Qualified Nonelective Employer Contribution allocated to each such Participant shall be as designated by the Employer, but not in excess of the "regulatory maximum." The "regulatory maximum" means 5% (10% for Qualified Nonelective Contributions made in connection with the Employer' s obligation to pay prevailing wages under the Davis-Bacon Act) of the "testing compensation" for such Participant for the Plan Year. The "regulatory maximum" shall apply separately with respect to Qualified Nonelective Contributions to be included in the "ADP" test and Qualified Nonelective Contributions to be included in the "ACP" test. ***(Cannot be selected if the Employer has elected prior year testing in Subsection 1.06(a)(2).)***

1.11 <u>MATCHING EMPLOYER CONTRIBUTIONS</u>

(a) ☒ ***Matching Employer Contributions*** - The Employer shall make Matching Employer Contributions on behalf of each of its "eligible" Participants as provided in this Section 1.11. For purposes of this Section 1.11, an "eligible" Participant means any Participant who is an Active Participant during the Contribution Period and who satisfies the requirements of Subsection 1.11(e) or Section 1.13. (Check one):

(1) ☒ **Non-Discretionary Matching Employer Contributions -** The Employer shall make a Matching Employer Contribution on behalf of each "eligible" Participant in an amount equal to the following percentage of the eligible contributions made by the "eligible" Participant during the Contribution Period (complete all that apply):

(A) ☒ Flat Percentage Match**:**

(i) **0%** to all "eligible" Participants, except as modified in the Additional Provisions Addendum.

(B) ☐ Tiered Match: % of the first % of the "eligible" Participant' s Compensation contributed to the Plan,

% of the next % of the "eligible" Participant' s Compensation contributed to the Plan,

% of the next % of the "eligible" Participant' s Compensation contributed to the Plan.

Note: The group of "eligible" Participants benefiting under each match rate must satisfy the nondiscriminatory coverage requirements of Code Section 410(b).

(C) ☒ Limit on Non-Discretionary Matching Employer Contributions (check the appropriate box(es)):

(i) ☒ Contributions in excess of **3**% of the "eligible" Participant' s Compensation for the Contribution Period shall not be considered for non-discretionary Matching Employer Contributions.

Note: If the Employer elected a percentage limit in (i) above and requested the Trustee to account separately for matched and unmatched Deferral and/or Employee Contributions made to the Plan, the non-discretionary Matching Employer Contributions allocated to each "eligible" Participant must be computed, and the percentage limit applied, based upon each payroll period.

(ii) ☐ Matching Employer Contributions for each "eligible" Participant for each Plan Year shall be limited to $ **.**

(2) ☐ **Discretionary Matching Employer Contributions -** The Employer may make a discretionary Matching Employer Contribution on behalf of each "eligible" Participant in accordance with Section 5.08 of the Basic Plan Document in an amount equal to a percentage of the eligible contributions made by each "eligible" Participant during the Contribution Period. Discretionary Matching Employer Contributions may be limited to match only contributions up to a specified percentage of Compensation or limit the amount of the match to a specified dollar amount.

Note: If the Matching Employer Contribution made in accordance with this Subsection 1.11(a)(2) matches different percentages of contributions for different groups of "eligible" Participants, it may need to be tested to show that it meets the requirements of Code Section 401(a)(4), nondiscrimination in benefits, rights, and features.

(A) ☐ 4% Limitation on Discretionary Matching Employer Contributions for Deemed Satisfaction of "ACP" Test - In no event may the dollar amount of the discretionary Matching Employer Contribution made on an "eligible" Participant' s behalf for the Plan Year exceed 4% of the "eligible" Participant' s Compensation for the Plan Year. ***(Only if Option 1.12(a)(3), 401(k) Safe Harbor Formula, with respect to Nonelective Employer Contributions is checked.)***

(3) ☐ **401(k) Safe Harbor Matching Employer Contributions -** If the Employer elects one of the safe harbor formula Options provided in the 401(k) Safe Harbor Matching Employer Contributions Addendum to the Adoption Agreement and provides written notice each Plan Year to all Active Participants of their rights and obligations under the Plan, the Plan shall be deemed to satisfy the "ADP" test and, under certain circumstances, the "ACP" test. ***(Only if Option 1.07(a), Deferral Contributions is checked.)***

(b) ☐ ***Additional Matching Employer Contributions -*** The Employer may at Plan Year end make an additional Matching Employer Contribution on behalf of each "eligible" Participant in an amount equal to a percentage of the eligible contributions made by each "eligible" Participant during the Plan Year. ***(Only if Option 1.11(a)(1) or (3) is checked.)*** The additional Matching Employer Contribution may be limited to match only contributions up to a specified percentage of Compensation or limit the amount of the match to a specified dollar amount.

Note: If the additional Matching Employer Contribution made in accordance with this Subsection 1.11(b) matches different percentages of contributions for different groups of "eligible" Participants, it may need to be tested to show that it meets the requirements of Code Section 401(a)(4), nondiscrimination in benefits, rights, and features.

(1) ☐ **4% Limitation on additional Matching Employer Contributions for Deemed Satisfaction of "ACP" Test -** In no event may the dollar amount of the additional Matching Employer Contribution made on an "eligible" Participant' s behalf for the Plan Year exceed 4% of the "eligible" Participant' s Compensation for the Plan Year.***(Only if Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, or Option 1.12(a)(3), 401(k) Safe Harbor Formula, with respect to Nonelective Employer Contributions is checked.)***

Note: If the Employer elected Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, above and wants to be deemed to have satisfied the "ADP" test, the additional Matching Employer Contribution must meet the requirements of Section 6.09 of the Basic Plan Document. In addition to the foregoing requirements, if the Employer elected Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, or Option 1.12(a)(3), 401(k) Safe Harbor Formula, with respect to Nonelective Employer Contributions, and wants to be deemed to have satisfied the "ACP" test with respect to Matching Employer Contributions for the Plan Year, the eligible contributions matched may not exceed the limitations in Section 6.10 of the Basic Plan Document.

(c) ***Contributions Matched -*** The Employer matches the following contributions (check appropriate box(es)):

(1) **Deferral Contributions -** Deferral Contributions made to the Plan are matched at the rate specified in this Section 1.11. Catch-Up Contributions are not matched unless the Employer elects Option 1.11(c)(1)(A) below.

(A) ☐ Catch-Up Contributions made to the Plan pursuant to Subsection 1.07(a)(4) are matched at the rates specified in this Section 1.11.

Note: Notwithstanding the above, if the Employer elected Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, Deferral Contributions shall be matched at the

rate specified in the 401(k) Safe Harbor Matching Employer Contributions Addendum to the Adoption Agreement without regard to whether they are Catch-Up Contributions.

(d) ***Contribution Period for Matching Employer Contributions -*** The Contribution Period for purposes of calculating the amount of Matching Employer Contributions is:

(1) ☐ each calendar month.

(2) ☐ each Plan Year quarter.

(3) ☐ each Plan Year.

(4) ☒ each payroll period.

The Contribution Period for additional Matching Employer Contributions described in Subsection 1.11(b) is the Plan Year.

Note: If Matching Employer Contributions are made more frequently than for the Contribution Period selected above, the Employer must calculate the Matching Employer Contribution required with respect to the full Contribution Period, taking into account the "eligible" Participant' s contributions and Compensation for the full Contribution Period, and contribute any additional Matching Employer Contributions necessary to "true up" the Matching Employer Contribution so that the full Matching Employer Contribution is made for the Contribution Period.

(e) ***Continuing Eligibility Requirement(s) -*** A Participant who is an Active Participant during a Contribution Period and makes eligible contributions during the Contribution Period shall only be entitled to receive Matching Employer Contributions under Section 1.11 for that Contribution Period if the Participant satisfies the following requirement(s) (Check the appropriate box(es). Options (3) and (4) may not be elected together; Option (5) may not be elected with Option (2), (3), or (4); Options (2), (3), (4), (5), and (7) may not be elected with respect to Matching Employer Contributions if Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, is checked or if Option 1.12(a)(3), 401(k) Safe Harbor Formula, with respect to Nonelective Employer Contributions is checked and the Employer intends to satisfy the Code Section 401(m)(11) safe harbor with respect to Matching Employer Contributions):

(1) ☒ No requirements.

(2) ☐ Is employed by the Employer or a Related Employer on the last day of the Contribution Period.

(3) ☐ Earns at least 501 Hours of Service during the Plan Year. ***(Only if the Contribution Period is the Plan Year.)***

(4) ☐ Earns at least **(not to exceed 1,000)** Hours of Service during the Plan Year. ***(Only if the Contribution Period is the Plan Year.)***

(5) ☐ Either earns at least 501 Hours of Service during the Plan Year or is employed by the Employer or a Related Employer on the last day of the Plan Year. ***(Only if the Contribution Period is the Plan Year.)***

(6) ☐ Is not a Highly Compensated Employee for the Plan Year.

(7) ☐ Is not a partner or a member of the Employer, if the Employer is a partnership or an entity taxed as a partnership.

(8) ☐ Special continuing eligibility requirement(s) for additional Matching Employer Contributions. **(Only if Option 1.11(b), Additional Matching Employer Contributions, is checked.)**

(A) The continuing eligibility requirement(s) for additional Matching Employer Contributions is/are: (Fill in number of applicable eligibility requirement(s) from above. Options (2),

(3), (4), (5), and (7) may not be elected with respect to additional Matching Employer Contributions if Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, is checked or if Option 1.12(a)(3), 401(k) Safe Harbor Formula, with respect to Nonelective Employer Contributions is checked and the Employer intends to satisfy the Code Section 401(m)(11) safe harbor with respect to Matching Employer Contributions.)

Note: If Option (2), (3), (4), or (5) is adopted during a Contribution Period, such Option shall not become effective until the first day of the next Contribution Period. Matching Employer Contributions attributable to the Contribution Period that are funded during the Contribution Period shall not be subject to the eligibility requirements of Option (2), (3), (4), or (5). If Option (2), (3), (4), (5), or (7) is elected with respect to any Matching Employer Contributions and if Option 1.12(a)(3), 401(k) Safe Harbor Formula, is also elected, the Plan will not be deemed to satisfy the "ACP" test in accordance with Section 6.10 of the Basic Plan Document and will have to pass the "ACP" test each year.

(f) ☒ ***Qualified Matching Employer Contributions -*** Prior to making any Matching Employer Contribution hereunder (other than a 401(k) Safe Harbor Matching Employer Contribution), the Employer may designate all or a portion of such Matching Employer Contribution as a Qualified Matching Employer Contribution that may be used to satisfy the "ADP" test on Deferral Contributions and excluded in applying the "ACP" test on Employee and Matching Employer Contributions. Unless the additional eligibility requirement is selected below, Qualified Matching Employer Contributions shall be allocated to **all** Participants who were Active Participants during the Contribution Period and who meet the continuing eligibility requirement(s) described in Subsection 1.11(e) above for the type of Matching Employer Contribution being characterized as a Qualified Matching Employer Contribution.

(1) ☒ To receive an allocation of Qualified Matching Employer Contributions a Participant must also be a Non-Highly Compensated Employee for the Plan Year.

Note: Qualified Matching Employer Contributions may not be excluded in applying the "ACP" test for a Plan Year if the Employer elected Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, or Option 1.12(a)(3), 401(k) Safe Harbor Formula, with respect to Nonelective Employer Contributions, and the "ADP" test is deemed satisfied under Section 6.09 of the Basic Plan Document for such Plan Year.

1.12 NONELECTIVE EMPLOYER CONTRIBUTIONS

If (a) or (b) is elected below, the Employer may make Nonelective Employer Contributions on behalf of each of its "eligible" Participants in accordance with the provisions of this Section 1.12. For purposes of this Section 1.12, an "eligible" Participant means a Participant who is an Active Participant during the Contribution Period and who satisfies the requirements of Subsection 1.12(d) or Section 1.13.

Note: An Employer may elect both a fixed formula and a discretionary formula. If both are selected, the discretionary formula shall be treated as an additional Nonelective Employer Contribution and allocated separately in accordance with the allocation formula selected by the Employer.

(a) ☒ ***Fixed Formula*** (check one or more):

(1) ☒ **Fixed Percentage Employer Contribution -** For each Contribution Period, the Employer shall contribute for each "eligible" Participant a percentage of such "eligible" Participant' s Compensation equal to):

(A) **0% (not to exceed 25%)** to all "eligible" Participants, except as modified in the Additional Provisions Addendum.

Note: The allocation formula in Option 1.12(a)(1)(A) above generally satisfies a design-based safe harbor pursuant to the regulations under Code Section 401(a)(4).

(2) ☐ **Fixed Flat Dollar Employer Contribution -** The Employer shall contribute for each "eligible" Participant an amount equal to:

(A) $ to all "eligible" Participants. (Complete (i) below).

(i) The contribution amount is based on an "eligible" Participant' s service for the following period (check one of the following):

(I) ☐ Each paid hour.

(II) ☐ Each Plan Year.

(III) ☐ Other: ***(must be a period within the Plan Year that does not exceed one week and is uniform with respect to all "eligible" Participants).***

Note: The allocation formula in Option 1.12(a)(2)(A) above generally satisfies a design-based safe harbor pursuant to the regulations under Code Section 401(a)(4).

(3) ☐ **401(k) Safe Harbor Formula -** The Nonelective Employer Contribution specified in the 401(k) Safe Harbor Nonelective Employer Contributions Addendum is intended to satisfy the safe harbor contribution requirements under Sections 401(k) and 401(m) of the Code such that the "ADP" test (and, under certain circumstances, the "ACP" test) is deemed satisfied. Please complete the 401(k) Safe Harbor Nonelective Employer Contributions Addendum to the Adoption Agreement. ***(Choose only if Option 1.07(a), Deferral Contributions is checked.)***

(b) ☒ ***Discretionary Formula -*** The Employer may decide each Contribution Period whether to make a discretionary Nonelective Employer Contribution on behalf of "eligible" Participants in accordance with Section 5.10 of the Basic Plan Document.

(1) ☒ **Non-Integrated Allocation Formula -** In the ratio that each "eligible" Participant' s Compensation bears to the total Compensation paid to all "eligible" Participants for the Contribution Period.

(2) ☐ **Integrated Allocation Formula -** As (1) a percentage of each "eligible" Participant' s Compensation plus (2) a percentage of each "eligible" Participant' s Compensation in excess of the "integration level" as defined below. The percentage of Compensation in excess of the "integration level" shall be equal to the lesser of the percentage of the "eligible" Participant' s Compensation allocated under (1) above or the "permitted disparity limit" as defined below.

Note: An Employer that has elected Option 1.12(a)(3), 401(k) Safe Harbor Formula, may not take Nonelective Employer Contributions made to satisfy the 401(k) safe harbor into account in applying the integrated allocation formula described above.

(A) "Integration level" means the Social Security taxable wage base for the Plan Year, unless the Employer elects a lesser amount in (i) or (ii) below.

(i) % **(not to exceed 100%)** of the Social Security taxable wage base for the Plan Year, or

(ii) $ **(not to exceed the Social Security taxable wage base)**.

"Permitted disparity limit" means the percentage provided by the following table:

The "Integration Level" is % of the Taxable Wage Base	The "Permitted Disparity Limit" is
20% or less	**5.7%**
More than 20%, but not more than 80%	**4.3%**
More than 80%, but less than 100%	**5.4%**
100%	**5.7%**

Note: An Employer who maintains any other plan that provides for Social Security Integration (permitted disparity) may not elect Option 1.12(b)(2).

(c) ***Contribution Period for Nonelective Employer Contributions -*** The Contribution Period for purposes of calculating the amount of Nonelective Employer Contributions is the Plan Year, unless the Employer elects another Contribution Period below. Regardless of any selection made below, the Contribution Period for 401(k) Safe Harbor Nonelective Employer Contributions or Nonelective Employer Contributions allocated under an integrated formula, a cross-tested formula, or pursuant to the Davis-Bacon Act is the Plan Year.

(1) ☐ each calendar month.

(2) ☐ each Plan Year quarter.

(3) ☒ each payroll period.

Note: If Nonelective Employer Contributions are made more frequently than for the Contribution Period selected above, the Employer must calculate the Nonelective Employer Contribution required with respect to the full Contribution Period, taking into account the "eligible" Participant' s Compensation for the full Contribution Period, and contribute any additional Nonelective Employer Contributions necessary to "true up" the Nonelective Employer Contribution so that the full Nonelective Employer Contribution is made for the Contribution Period.

(d) ***Continuing Eligibility Requirement(s) -*** A Participant shall only be entitled to receive Nonelective Employer Contributions for a Plan Year under this Section 1.12 if the Participant is an Active Participant during the Plan Year and satisfies the following requirement(s) (Check the appropriate box(es) - Options (3) and (4) may not be elected together; Option (5) may not be elected with Option (2), (3), or (4); Options (2), (3), (4), (5), and (7) may not be elected with respect to Nonelective Employer Contributions under the fixed formula if Option 1.12(a)(3), 401(k) Safe Harbor Formula, is checked):

(1) ☒ No requirements.

(2) ☐ Is employed by the Employer or a Related Employer on the last day of the Contribution Period.

(3) ☐ Earns at least 501 Hours of Service during the Plan Year. ***(Only if the Contribution Period is the Plan Year.)***

(4) ☐ Earns at least **(not to exceed 1,000)** Hours of Service during the Plan Year. ***(Only if the Contribution Period is the Plan Year.)***

(5) ☐ Either earns at least 501 Hours of Service during the Plan Year or is employed by the Employer or a Related Employer on the last day of the Plan Year. ***(Only if the Contribution Period is the Plan Year.)***

(6) ☐ Is not a Highly Compensated Employee for the Plan Year.

(7) ☐ Is not a partner or a member of the Employer, if the Employer is a partnership or an entity taxed as a partnership.

(8) ☐ Special continuing eligibility requirement(s) for discretionary Nonelective Employer Contributions. (Only if both Options 1.12(a) and (b) are checked.)

(A) The continuing eligibility requirement(s) for discretionary Nonelective Employer Contributions is/are: (Fill in number of applicable eligibility requirement(s) from above.)

Note: If Option (2) (3), (4), or (5) is adopted during a Contribution Period, such Option shall not become effective until the first day of the next Contribution Period. Nonelective Employer Contributions attributable to the Contribution Period that are funded during the Contribution Period shall not be subject to the eligibility requirements of Option (2), (3), (4), or (5).

1.13 EXCEPTIONS TO CONTINUING ELIGIBILITY REQUIREMENTS

☐ **Death, Disability, and Retirement Exceptions -** All Participants who become disabled, as defined in Section 1.15, retire, as provided in Subsection 1.14(a), (b), or (c), or die are excepted from any last day or Hours of Service requirement.

1.14 RETIREMENT

(a) ***The Normal Retirement Age under the Plan is*** (check one):

(1) ☒ age 65.

(2) ☐ age (specify between 55 and 64).

(3) ☐ later of age **(not to exceed 65)** or the **(not to exceed 5th)** anniversary of the Participant' s Employment Commencement Date.

(b) ☐ ***The Early Retirement Age is the date the Participant attains age (specify 55 or greater) and completes years of Vesting Service.***

Note: If this Option is elected, Participants who are employed by the Employer or a Related Employer on the date they reach Early Retirement Age shall be 100% vested in their Accounts under the Plan.

(c) ☒ ***A Participant who becomes disabled, as defined in Section 1.15, is eligible for disability retirement.***

Note: If this Option is elected, Participants who are employed by the Employer or a Related Employer on the date they become disabled shall be 100% vested in their Accounts under the Plan. Pursuant to Section 11.03 of the Basic Plan Document, a Participant is not considered to be disabled until he terminates his employment with the Employer.

1.15 DEFINITION OF DISABLED

A Participant is disabled if he/she meets any of the requirements selected below (check the appropriate box(es)):

(a) ☐ The Participant satisfies the requirements for benefits under the Employer' s long-term disability plan.

(b) ☐ The Participant satisfies the requirements for Social Security disability benefits.

(c) ☒ The Participant is determined to be disabled by a physician approved by the Employer.

1.16 VESTING

A Participant' s vested interest in Matching Employer Contributions and/or Nonelective Employer Contributions, other than 401(k) Safe Harbor Matching Employer and/or 401(k) Safe Harbor Nonelective Employer Contributions elected in Subsection 1.11(a)(3) or 1.12(a)(3), shall be based upon his years of Vesting Service and the schedule selected in Subsection 1.16(c) below, except as provided in Subsection 1.16(d) or (e) below and the Vesting Schedule Addendum to the Adoption Agreement or as provided in Subsection 1.22(c).

(a) ***When years of Vesting Service are determined, the elapsed time method shall be used.***

(b) ☐ ***Years of Vesting Service shall exclude service prior to the Plan' s original Effective Date as listed in Subsection 1.01(g)(1) or Subsection 1.01(g)(2), as applicable.***

(c) ***Vesting Schedule(s)***

(1) **Nonelective Employer Contributions**(check one):

(A) ☐ N/A - No Nonelective Employer Contributions other than 401(k) Safe Harbor Nonelective Employer Contributions

(B) ☒ 100% Vesting immediately

(C) ☐ 3 year cliff (see **C** below)

(D) ☐ 6 year graduated (see **D** below)

(E) ☐ Other vesting (complete **E1** below)

(2) **Matching Employer Contributions** (check one):

(A) ☐ N/A − No Matching Employer Contributions other than 401(k) Safe Harbor Matching Employer Contributions

(B) ☐ 100% Vesting immediately

(C) ☐ 3 year cliff (see **C** below)

(D) ☐ 6 year graduated (see **D** below)

(E) ☒ Other vesting (complete **E2** below)

Years of Vesting Service	**Applicable Vesting Schedule(s)**			
	C	**D**	**E1**	**E2**
0	0%	0%	%	0.00%
1	0%	0%	%	25.00%
2	0%	20%	%	50.00%
3	100%	40%	%	75.00%
4	100%	60%	%	100.00%
5	100%	80%	%	100.00%
6 or more	100%	100%	%	100%

Note: A schedule elected under E1 or E2 above must be at least as favorable as one of the schedules in C or D above.

Note: If the vesting schedule is amended and a Participant' s vested interest calculated using the amended vesting schedule is less in any year than the Participant' s vested interest calculated under the Plan' s vesting schedule in effect immediately before the amendment, the amended vesting schedule shall apply only to Employees hired on or after the effective date of the amendment. Please select paragraph (e) below and complete Section (b) of the Vesting Schedule Addendum to the Adoption Agreement describing the vesting schedule in effect for Employees hired before the effective date of the amendment.

Note: If the vesting schedule is amended, the amended vesting schedule shall apply only to Participants who are Active Participants on or after the effective date of the amendment not subject to the prior vesting schedule as provided in the preceding Note. Participants who are not Active Participants on or after that date shall be subject to the prior vesting schedule. Please select paragraph (e) below and complete Section (b) of the Vesting Schedule Addendum to the Adoption Agreement describing the prior vesting schedule.

(d) ☐ ***A less favorable vesting schedule than the vesting schedule selected in 1.16(c)(2) above applies to Matching Employer Contributions made for Plan Years beginning before the EGTRRA effective date.*** Please complete Section (a) of the Vesting Schedule Addendum to the Adoption Agreement.

(e) ☒ ***A vesting schedule or schedules different from the vesting schedule(s) selected above applies to certain Participants.*** Please complete Section (b) of the Vesting Schedule Addendum to the Adoption Agreement.

(f) ***Application of Forfeitures -*** If a Participant forfeits any portion of his non-vested Account balance as provided in Section 6.02, 6.04, 6.07, or 11.08 of the Basic Plan Document, any portion of such forfeitures not used to pay Plan administrative expenses in accordance with Section 11.09 of the Basic Plan Document shall be applied to reduce Employer Contributions unless otherwise specified below:

(1) ☐ Forfeitures attributable to the following contributions shall be allocated among the Accounts of eligible Participants otherwise eligible to receive an allocation of Nonelective Employer Contributions pursuant to Section 1.12 in the manner described in Section 1.12(b)(1) (regardless of whether the Employer has selected Option 1.12(b)(1)).

(A) ☐ Matching Employer Contributions.

(B) ☐ Nonelective Employer Contributions.

1.17 PREDECESSOR EMPLOYER SERVICE

(a) ☐ ***For the following purposes, the following entities shall be treated as predecessor employers:***

(1) ☐ Eligibility Service, as described in Subsection 1.04(b), shall include service with the following predecessor employer(s):

(2) ☐ Vesting Service, as described in Subsection 1.16(a), shall include service with the following predecessor employer(s):

1.18 PARTICIPANT LOANS

(a) ☒ ***Participant loans are allowed in accordance with Article 9 and loan procedures outlined in the Service Agreement.***

1.19 IN-SERVICE WITHDRAWALS

Participants may make withdrawals prior to termination of employment under the following circumstances (check the appropriate box(es)):

(a) ☒ ***Hardship Withdrawals -*** Hardship withdrawals shall be allowed in accordance with Section 10.05 of the Basic Plan Document, subject to a $500 minimum amount.

(1) Hardship withdrawals will be permitted from:

(A) ☒ A Participant' s Deferral Contributions Account only.

(B) ☐ The Accounts specified in the In-Service Withdrawals Addendum. Please complete Section (c) of the In-Service Withdrawals Addendum.

(b) ☒ *Age 59 1/2 -* Participants shall be entitled to receive a distribution of all or any portion of the following Accounts upon attainment of age 59 1/2 (check one):

(1) ☐ Deferral Contributions Account.

(2) ☒ All vested Account balances.

(c) ***Withdrawal of Employee Contributions and Rollover Contributions***

(1) Unless otherwise provided below, Employee Contributions may be withdrawn in accordance with Section 10.02 of the Basic Plan Document at any time.

(A) ☐ Employees may not make withdrawals of Employee Contributions more frequently than:

(2) Rollover Contributions may be withdrawn in accordance with Section 10.03 of the Basic Plan Document at any time.

(d) ☐ ***Protected In-Service Withdrawal Provisions -*** Check if the Plan was converted by plan amendment or received transfer contributions from another defined contribution plan, and benefits under the other defined contribution plan were payable as (check the appropriate box(es)):

(1) ☐ an in-service withdrawal of vested amounts attributable to Employer Contributions maintained in a Participant' s Account (check (A) and/or (B)):

(A) ☐ for at least (24 or more) months.

(i) ☐ Special restrictions applied to such in-service withdrawals under the prior plan that the Employer wishes to continue under the Plan as restated hereunder. Please complete the In Service Withdrawals Addendum to the Adoption Agreement identifying the restrictions.

(B) ☐ after the Participant has at least 60 months of participation.

(i) ☐ Special restrictions applied to such in-service withdrawals under the prior plan that the Employer wishes to continue under the Plan as restated hereunder. Please complete the In Service Withdrawals Addendum to the Adoption Agreement identifying the restrictions.

(2) ☐ another in-service withdrawal option that is a "protected benefit" under Code Section 411(d)(6). Please complete the In-Service Withdrawals Addendum to the Adoption Agreement identifying the in-service withdrawal option(s).

1.20 <u>FORM OF DISTRIBUTIONS</u>

Subject to Section 13.01, 13.02 and Article 14 of the Basic Plan Document, distributions under the Plan shall be paid as provided below. (Check the appropriate box(es).)

(a) ***Lump Sum Payments -*** Lump sum payments are always available under the Plan.

(b) ☒ ***Installment Payments -*** Participants may elect distribution under a systematic withdrawal plan (installments).

(c) ☐ ***Annuities*** (Check if the Plan is retaining any annuity form(s) of payment.)

(1) An annuity form of payment is available under the Plan for the following reason(s) (check (A) and/or (B), as applicable):

(A) ☐ As a result of the Plan' s receipt of a transfer of assets from another defined contribution plan or pursuant to the Plan terms prior to the Adoption Agreement Effective Date specified in Subsection 1.01(g)(1), benefits were previously payable in the form of an annuity that the Employer elects to continue to be offered as a form of payment under the Plan.

(B) ☐ The Plan received a transfer of assets from a plan that was subject to the minimum funding requirements of Code Section 412 and therefore an annuity form of payment is a protected benefit under the Plan in accordance with Code Section 411(d)(6).

(2) The normal form of payment under the Plan is (check (A) or (B)):

(A) ☐ A lump sum payment.

(i) Optional annuity forms of payment (check (I) and/or (II), as applicable). ***(Must check and complete (I) if a life annuity is one of the optional annuity forms of payment under the Plan.)***

(I) ☐ A married Participant who elects an annuity form of payment shall receive a qualified joint and **% (at least 50% but not more than 100%)** survivor annuity. An unmarried Participant shall receive a single life annuity.

The qualified preretirement survivor annuity provided to the spouse of a married Participant who elects an annuity form of payment is purchased with **% (at least 50%)** of the Participant' s Account.

(II) ☐ Other annuity form(s) of payment. Please complete Section (a) of the Forms of Payment Addendum describing the other annuity form(s) of payment available under the Plan.

(B) ☐ A life annuity (complete (i) and (ii) and check (iii) if applicable.)

(i) The normal form for married Participants is a qualified joint and **% (at least 50% but not more than 100%)** survivor annuity. The normal form for unmarried Participants is a single life annuity.

(ii) The qualified preretirement survivor annuity provided to a Participant' s spouse is purchased with **% (at least 50%)** of the Participant' s Account.

(iii) ☐ Other annuity form(s) of payment. Please complete Subsection (a) of the Forms of Payment Addendum describing the other annuity form(s) of payment available under the Plan.

(d) ☐ ***Eliminated Forms of Payment Not Protected Under Code Section 411(d)(6).*** Check if benefits were payable in a form of payment that is no longer being offered after either the Adoption Agreement Effective Date specified in Subsection 1.01(g)(1) or, if forms of payment are being eliminated by a separate amendment, the amendment effective date indicated on the Amendment Execution Page.

Note: A life annuity option will continue to be an available form of payment for any Participant who elected such life annuity payment before the effective date of its elimination.

(e) ***Cash Outs and Implementation of Required Rollover Rule***

(1) ☒ If the vested Account balance payable to an individual is less than or equal to the cash out limit utilized for such individual under Section 13.02 of the Basic Plan Document, such Account will be distributed in accordance with the provisions of Section 13.02 or 18.04 of the Basic Plan Document. Unless otherwise elected below, the cash out limit is $1,000.

(A) ☐ The cash out limit utilized for Participants is the maximum cash out limit permitted under Code Section 411(a)(11)(A) ($5,000 as of January 1, 2005). Any distribution greater than $1,000 that is made to a Participant without the Participant' s consent before the Participant' s Normal Retirement Age (or age 62, if later) will be rolled over to an individual retirement plan designated by the Plan Administrator.

(f) ☒ ***See Additional Provisions Addendum.***

1.21 **<u>TIMING OF DISTRIBUTIONS</u>**

Except as provided in Subsection 1.21(a), (b) or (c) and the Postponed Distribution Addendum to the Adoption Agreement, distribution shall be made to an eligible Participant from his vested interest in his Account as soon as reasonably practicable following the Participant' s request for distribution pursuant to Article 12 of the Basic Plan Document.

(a) ***Distribution shall be made to an eligible Participant from his vested interest in his Account as soon as reasonably practicable following the date the Participant' s application for distribution is received by the Administrator, but in no event later than his Required Beginning Date, as defined in Subsection 2.01(tt).***

(b) ☐ **Postponed Distributions -** Check if the Plan was converted by plan amendment from another defined contribution plan that provided for the postponement of certain distributions from the Plan to eligible Participants and the Employer wants to continue to administer the Plan using the postponed distribution provisions. Please complete the Postponed Distribution Addendum to the Adoption Agreement indicating the types of distributions that are subject to postponement and the period of postponement.

Note: An Employer may not provide for postponement of distribution to a Participant beyond the 60th day following the close of the Plan Year in which (1) the Participant attains Normal Retirement Age under the Plan, (2) the Participant' s 10th anniversary of participation in the Plan occurs, or (3) the Participant' s employment terminates, whichever is latest.

(c) ☐ ***Preservation of Same Desk Rule -*** Check if the Employer wants to continue application of the same desk rule described in Subsection 12.01(b) of the Basic Plan Document regarding distribution of

Deferral Contributions, Qualified Nonelective Employer Contributions, Qualified Matching Employer Contributions, 401(k) Safe Harbor Matching Employer Contributions, and 401(k) Safe Harbor Nonelective Employer Contributions. ***(If any of the above-listed contribution types were previously distributable upon severance from employment, this Option may not be selected.)***

1.22 <u>TOP HEAVY STATUS</u>

(a) ***The Plan shall be subject to the Top-Heavy Plan requirements of Article 15*** (check one):

(1) ☐ for each Plan Year, whether or not the Plan is a "top-heavy plan" as defined in Subsection 15.01(g) of the Basic Plan Document.

(2) ☒ for each Plan Year, if any, for which the Plan is a "top-heavy plan" as defined in Subsection 15.01(g) of the Basic Plan Document.

(3) ☐ Not applicable. ***(Choose only if (A) Plan covers only employees subject to a collective bargaining agreement, or (B) Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, or Option 1.12(a)(3), 401(k) Safe Harbor Formula, is selected, Option 1.16(f)(1) is not selected, and the Plan does not provide for Employee Contributions or any other type of Employer Contributions.)***

(b) ***If the Plan is or is treated as a "top-heavy plan" for a Plan Year, each non-key Employee shall receive an Employer Contribution of at least*** **3.0** ***(3 or 5)% of Compensation for the Plan Year in accordance with Section 15.03 of the Basic Plan Document. The minimum Employer Contribution provided in this Subsection 1.22(b) shall be made under this Plan only if the Participant is not entitled to such contribution under another qualified plan of the Employer, unless the Employer elects otherwise below***:

(1) ☐ The minimum Employer Contribution shall be paid under this Plan in any event.

(2) ☐ Another method of satisfying the requirements of Code Section 416. Please complete the 416 Contributions Addendum to the Adoption Agreement describing the way in which the minimum contribution requirements will be satisfied in the event the Plan is or is treated as a "top-heavy plan".

(3) ☐ Not applicable. ***(Choose only if (A) Plan covers only employees subject to a collective bargaining agreement, or (B) Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, or Option 1.12(a)(3), 401(k) Safe Harbor Formula, is selected, Option 1.16(f)(1) is not selected, and***

the Plan does not provide for Employee Contributions or any other type of Employer Contributions.)

Note: The minimum Employer contribution may be less than the percentage indicated in Subsection 1.22(b) above to the extent provided in Section 15.03 of the Basic Plan Document.

(c) ***If the Plan is or is treated as a "top-heavy plan" for a Plan Year, the following vesting schedule shall apply instead of the schedule(s) elected in Subsection 1.16(c) for such Plan Year and each Plan Year thereafter*** (check one):

(1) ☐ Not applicable. ***(Choose only if one of the following applies: (A) Plan provides for Nonelective Employer Contributions and the schedule elected in Subsection 1.16(c)(1) is at least as favorable in all cases as the schedules available below, (B) Option 1.11(a)(3), 401(k) Safe Harbor Matching Employer Contributions, or Option 1.12(a)(3), 401(k) Safe Harbor Formula, is selected, Option 1.16(f)(1) is not selected, and the Plan does not provide for Employee Contributions or any other type of Employer Contributions, or (C) the Plan covers only employees subject to a collective bargaining agreement.)***

(2) ☒ 100% vested after **0 (not in excess of 3)** years of Vesting Service.

(3) ☐ Graded vesting:

Years of Vesting Service	Vesting Percentage	Must be At Least
0		0%
1		0%
2		20%
3		40%
4		60%
5		80%
6 or more		100%

Note: If the Plan provides for Nonelective Employer Contributions and the schedule elected in Subsection 1.16(c)(1) is more favorable in all cases than the schedule elected in Subsection 1.22(c) above, then the schedule in Subsection 1.16(c)(1) shall continue to apply even in Plan Years in which the Plan is a "top-heavy plan".

1.23 CORRECTION TO MEET 415 REQUIREMENTS UNDER MULTIPLE DEFINED CONTRIBUTION PLANS

☐ ***Other Order for Limiting Annual Additions*** − If the Employer maintains other defined contribution plans, annual additions to a Participant' s Account shall be limited as provided in Section 6.12 of the Basic Plan Document to meet the requirements of Code Section 415, unless the Employer elects this Option and completes the 415 Correction Addendum describing the order in which annual additions shall be limited among the plans.

1.24 INVESTMENT DIRECTION

Investment Directions − Subject to Section 8.03 of the Basic Plan Document, Participant Accounts shall be invested (check one):

(a) ☐ in accordance with the investment directions provided to the Trustee by the Employer for allocating all Participant Accounts among the Options listed in the Service Agreement.

(b) ☒ in accordance with the investment directions provided to the Trustee by each Participant for allocating his entire Account among the Options listed in the Service Agreement, except, in the event the Employer contributes shares of Employer Stock, as defined in Section 20.12 of the Basic Plan Document, the Participant' s election shall be subject to the provisions of (b)(1) and/or (2), as elected:

(1) ☐ Nonelective Employer Contributions shall remain invested in Employer Stock until the Participant who receives an allocation of such contribution elects to invest amounts attributable to such contribution in another available investment option.

(2) ☐ Matching Employer Contributions shall remain invested in Employer Stock until the Participant who receives an allocation of such contribution elects to invest amounts attributable to such contribution in another available investment option.

(c) ☐ in accordance with the investment directions provided to the Trustee by each Participant for all contribution sources in his Account, except that the following sources shall be invested in accordance with the investment directions provided by the Employer (check (1) and/or (2)):

(1) ☐ Nonelective Employer Contributions

(2) ☐ Matching Employer Contributions

The Employer must direct the applicable sources among the investment options listed in the Service Agreement.

Note: If the Employer directs that a portion or all of the applicable sources be invested in Employer Stock, such investment must be discontinued with respect to any Participant who has completed three or more years of Vesting Service, and investment of the applicable sources must be diversified among the other investment options listed in the Service Agreement.

1.25 ADDITIONAL PROVISIONS

The Employer may elect Option (a) below and complete the Additional Provisions Addendum to describe provisions which cannot be shown by making the elections provided in this Adoption Agreement.

(a) ☒ The Employer has completed Additional Provisions Addendum to show the provisions of the Plan which supplement and/or alter provisions of this Adoption Agreement.

1.26 SUPERSEDING PROVISIONS

The Employer may elect Option (a) below and complete the Superseding Provisions Addendum to describe overriding provisions which cannot be shown by making the elections provided in this Adoption Agreement.

(a) ☒ The Employer has completed Superseding Provisions Addendum to show the provisions of the Plan which supersede provisions of this Adoption Agreement and/or the Basic Plan Document.

Note: If the Employer elects superseding provisions in Option (a) above, the Employer may not be permitted to rely on the Volume Submitter Sponsor' s advisory letter for qualification of its Plan and may be required to apply for a determination letter as described in Section 1.27 below. In addition, such superseding provisions may in certain circumstances affect the Plan' s status as a pre-approved volume submitter plan eligible for the 6-year remedial amendment cycle.

1.27 RELIANCE ON ADVISORY LETTER

An adopting Employer may rely on an advisory letter issued by the Internal Revenue Service as evidence that this Plan is qualified under Code Section 401 only to the extent provided in Section 19.02 of Revenue Procedure 2005-16. The Employer may not rely on the advisory letter in certain other circumstances or with respect to certain qualification requirements, which are specified in the advisory letter issued with respect to this Plan and in Section 19.03 of Revenue Procedure 2005-16. In order to have reliance in such circumstances or with respect to such qualification requirements, application for a determination letter must be made to Employee Plans Determinations of the Internal Revenue Service.

Failure to properly complete the Adoption Agreement and failure to operate the Plan in accordance with the terms of the Plan document may result in disqualification of the Plan.

This Adoption Agreement may be used only in conjunction with Fidelity Basic Plan Document No. 14. The Volume Submitter Sponsor shall inform the adopting Employer of any amendments made to the Plan or of the discontinuance or abandonment of the volume submitter plan document.

1.28 ELECTRONIC SIGNATURE AND RECORDS

This Adoption Agreement, and any amendment thereto, may be executed or affirmed by an electronic signature or electronic record permitted under applicable law or regulation, provided the type or method of electronic signature or electronic record is acceptable to the Trustee.

1.29 VOLUME SUBMITTER INFORMATION

Name of Volume Submitter Sponsor:	Fidelity Management & Research Company
Address of Volume Submitter Sponsor:	82 Devonshire Street
	Boston, MA 02109

EXECUTION PAGE

(Employer' s Copy)

The Fidelity Basic Plan Document No. 14 and the accompanying Adoption Agreement together comprise the Volume Submitter Defined Contribution Plan. It is the responsibility of the adopting Employer to review this volume submitter plan document with its legal counsel to ensure that the volume submitter plan is suitable for the Employer and that Adoption Agreement has been properly completed prior to signing.

IN WITNESS WHEREOF, the Employer has caused this Adoption Agreement to be executed this day of , .

Employer: ______________________

By: ______________________

Title: ______________________

Note: Only one authorized signature is required to execute this Adoption Agreement unless the Employer' s corporate policy mandates two authorized signatures.

Employer: ______________________

By: ______________________

Title: ______________________

Accepted by: Fidelity Management Trust Company, as Trustee

By: ______________________ Date: ______________________

Title: ______________________

EXECUTION PAGE

(Trustee' s Copy)

The Fidelity Basic Plan Document No. 14 and the accompanying Adoption Agreement together comprise the Volume Submitter Defined Contribution Plan. It is the responsibility of the adopting Employer to review this volume submitter plan document with its legal counsel to ensure that the volume submitter plan is suitable for the Employer and that Adoption Agreement has been properly completed prior to signing.

IN WITNESS WHEREOF, the Employer has caused this Adoption Agreement to be executed this day of , .

Employer: ______________________

By: ______________________

Title: ______________________________

Note: Only one authorized signature is required to execute this Adoption Agreement unless the Employer’ s corporate policy mandates two authorized signatures.

Employer: ______________________________

By: ______________________________

Title: ______________________________

Accepted by: Fidelity Management Trust Company, as Trustee

By: ______________________ Date: ______________________

Title: ______________________

AMENDMENT EXECUTION PAGE

(Fidelity’ s Copy)

Plan Name Amphenol Corporation Employee Savings/401(k) Plan (the “Plan”)

Employer: **Amphenol Corporation**

(Note: These execution pages are to be completed in the event the Employer modifies any prior election(s) or makes a new election(s) in this Adoption Agreement. Attach the amended page(s) of the Adoption Agreement to these execution pages.**)**

The following section(s) of the Plan are hereby amended effective as of the date(s) set forth below:

Section Amended	Effective Date

IN WITNESS WHEREOF, the Employer has caused this Amendment to be executed on the date given below.

Employer: ______________________ Employer: ______________________

By: ______________________ By: ______________________

Title: ______________________ Title: ______________________

Date: ______________________ Date: ______________________

Note: Only one authorized signature is required to execute this Adoption Agreement unless the Employer' s corporate policy mandates two authorized signatures.

Accepted by: Fidelity Management Trust Company, as Trustee

By: ______________________ Date: ______________________

Title: ______________________

AMENDMENT EXECUTION PAGE
(Employer' s Copy)

Plan Name: Amphenol Corporation Employee Savings/401(k) Plan (the "Plan")

Employer: Amphenol Corporation

(**Note:** These execution pages are to be completed in the event the Employer modifies any prior election(s) or makes a new election(s) in this Adoption Agreement. Attach the amended page(s) of the Adoption Agreement to these execution pages.)

The following section(s) of the Plan are hereby amended effective as of the date(s) set forth below:

Section Amended	**Effective Date**

IN WITNESS WHEREOF, the Employer has caused this Amendment to be executed on the date given below.

Employer: ______________________ Employer: ______________________

By: ______________________ By: ______________________

Title: ______________________ Title: ______________________

Date: ______________________ Date: ______________________

Note: Only one authorized signature is required to execute this Adoption Agreement unless the Employer' s corporate policy mandates two authorized signatures.

Accepted by: Fidelity Management Trust Company, as Trustee

By: ______________________ Date: ______________________

Title: ______________________

PLAN MERGERS ADDENDUM

for

Plan Name: **Amphenol Corporation Employee Savings/401(k) Plan**

(a) ***Plan Mergers* -** The following plan(s) were merged into the Plan on or after the Effective Date indicated in Subsection 1.01(g)(1), as applicable (the "merged-in plan(s)"). The provisions of the Plan are effective with respect to the merged-in plan(s) as of the date(s) indicated below:

(1) Name of merged-in plan: Amphenol T&M Antennas 401(k) Plan

Effective date: 7/1/2011

(2) Name of merged-in plan: Partial merger of Insperity 401(k) Plan − only Jaybeam Wireless

Effective date: 8/16/2011

(3) Name of merged-in plan:

Effective date:

(4) Name of merged-in plan:

Effective date:

ATTACH ADDITIONAL PAGES IN THE ABOVE FORMAT, IF NECESSARY

PARTICIPATING EMPLOYERS ADDENDUM

for

Plan Name: Amphenol Corporation Employee Savings/401(k) Plan

(a) ☒ ***Only the following Related Employers (as defined in Subsection 2.01(ss) of the Basic Plan Document) participate in the Plan (list each participating Related Employer and its Employer Tax Identification Number):***

Amphenol Interconnect Products Corporation, 06-1237121

Sine Systems Corporation, 06-1274360

Amphenol Optimize Manufacturing Co., 86-0503978

Times Fiber Communications, Inc., 06-0955048

Amphenol Connex Corporation, 10-0007733

Amphenol PCD, Inc., 04-3752492

Amphenol Cables on Demand Corp., 20-5939172

Amphenol Antenna Solutions, 36-3685650

Times Microwave Systems, Inc., 01-0816035

Amphenol Adronics, Inc., 99-0361205

Amphenol T&M Antennas, 06-1574456

(b) ☐ ***All Related Employer(s) as defined in Subsection 2.01(ss) of the Basic Plan Document participate in the Plan.***

VESTING SCHEDULE ADDENDUM
for

Plan Name: Amphenol Corporation Employee Savings/401(k) Plan

(a) ☐ ***Pre-EGTRRA Vesting Schedule Applies to Matching Employer Contributions made for Plan Years beginning before the EGTRRA Effective Date***

(1) The following vesting schedule applies to Matching Employer Contributions made for Plan Years beginning before the EGTRRA effective date specified in (a)(2) below:

Years of Vesting Service	Vested Interest

(2) The EGTRRA effective date is:

(b) ☒ ***Preserve Prior Vesting Schedule***

(1) A vesting schedule different from the vesting schedule selected in Section 1.16 applies to the Participants and contributions described below.

(A) The following vesting schedule applies to the class of Participants described in (b)(1)(B) and the contributions described in (b)(1)(C) below:

Years of Vesting Service	Vested Interest
0	100
1	100
2	100
3	100
4	100
5	100
6	100
7	100

(B) The vesting schedule specified in (b)(1)(A) above applies to the following class of Participants:
Effective 1/1/2004 the Sine Match source will be 100% vested.

(C) The vesting schedule specified in (b)(1)(A) above applies to the following contributions:
SINE Match

(2) ☒ Additional different vesting schedule.

(A) The following vesting schedule applies to the class of Participants described in (b)(2)(B) and the contributions described in (b)(2)(C) below:

Years of Vesting Service	Vested Interest
0	0
1	25
2	50
3	75
4	100
5	100
6	100
7	100

(B) The vesting schedule specified in (b)(2)(A) above applies to the following class of Participants:

Former Participants of the Antel International, Inc. 401(k) Plan.

(C) The vesting schedule specified in (b)(2)(A) above applies to the following contributions:

ER Discretionary Match

(3) ☒ Additional different vesting schedule.

(A) The following vesting schedule applies to the class of Participants described in (b)(3)(B) and the contributions described in (b)(3)(C) below:

Years of Vesting Service	Vested Interest
0	0
1	25
2	50
3	75
4	100
5	100
6	100
7	100

(B) The vesting schedule specified in (b)(3)(A) above applies to the following class of Participants:

Former Participants of the Amphenol AssembleTech 401(k) Profit Sharing Plan.

(C) The vesting schedule specified in (b)(3)(A) above applies to the following contributions:

ER Discretionary Match

(4) ☒ Additional different vesting schedule.

(A) The following vesting schedule applies to the class of Participants described in (b)(4)(B) and the contributions described in (b)(4)(C) below:

Years of Vesting Service	Vested Interest
0	0
1	25
2	50
3	75
4	100
5	100
6	100
7	100

(B) The vesting schedule specified in (b)(4)(A) above applies to the following class of Participants:

Former Participants of the Amphenol Precision Cable Manufacturing/Assemble Tech Florida 401(k) Plan.

(C) The vesting schedule specified in (b)(4)(A) above applies to the following contributions:

ER Discretionary Match

(5) ☒ Additional different vesting schedule.

(A) The following vesting schedule applies to the class of Participants described in (b)(5)(B) and the contributions described in (b)(5)(C) below:

Years of Vesting Service	Vested Interest
0	0
1	34
2	67
3	100
4	100

(B) The vesting schedule specified in (b)(5)(A) above applies to the following class of Participants:

Former Participants in the Amphenol T&M Antennas 401(k) Plan

(C) The vesting schedule specified in (b)(5)(A) above applies to the following contributions:

ER Discretionary Match

ADDITIONAL PROVISIONS ADDENDUM

for

Plan Name: Amphenol Corporation Employee Savings/401(k) Plan

(a) ***Additional Provision(s)*** − The following provisions supplement and/or, to the degree described herein, supersede other provisions of this Adoption Agreement in the following manner:

(1) ***The following is added at the end of Subsection 1.07(b) as a new Subsection 1.07(c):***

(c) ***Exceptions to Automatic Deferral Provisions (Only if Automatic Enrollment Contributions are selected in Option 1.07(a)(6) above)*** − The provisions of Subsection 1.07(a)(6) and/or 1.07(b) shall be applied differently to the groups of Employees specified below. If an Eligible Employee in one of the groups described in column (A) below transfers to a different group after being notified of how the automatic enrollment provisions of the Plan shall apply to him as an Employee within the original group, the provisions of Options 1.07(a)(6) and, if applicable, 1.07(b) shall continue to apply to such Employee in accordance with the notice he received, except that the provisions of Section 1.07(b) shall cease to apply if the group to which such Employee transferred has an Automatic Increase Rate in column (D) of zero. (Complete all applicable columns of the table for each group of Employees, indicating in column (B) whether the group consists entirely of Employees subject to collective bargaining agreements(s), for which automatic deferral provisions are being differently applied.) ***(No group in column (A) can have an Automatic Increase Rate in column (D) unless it has an Automatic Enrollment Rate in column (C).)***

	(A) Description of group of Employees	(B) All bargained collectively	(C) Automatic Enrollment Rate	(D) Automatic Increase Rate
(1)	An Employee designated by the Employer as a member of the substitute workforce, as distinguished from a regular full-time or part-time employee, that is a separate employment classification based on availability of work.	No	0	0

(2) ***The following replaces Subsection 1.11(a)(1)(A)(i):***

(i) Different match percentages apply to different groups of "eligible" Participants as follows:

(I) ☒ Flat percentage match of 3% shall be allocated only to the "eligible" Participants described below:

Class I - See Superseding Provisions Addendum for definition of Class I employees.

(II) ☒ Flat percentage match of 0% shall be allocated only to the "eligible" Participants described below:

Class II - All employees not in Class I

Note: The Employer may be required to satisfy the nondiscriminatory benefits requirement of Code Section 401(a)(4).

(3) ***The following replaces Subsection 1.12(a)(1)(A):***

(A) Different percentages for different groups of "eligible" Participants as follows:

Note: The Participant groups defined below must be definitely determinable groups and cannot be subject to the discretion of the Employer. In addition, the design of the classifications cannot be such that the only Non-Highly Compensated Employees benefiting under the Plan are those with the lowest compensation and/or the shortest periods of service and who may represent the minimum number of such employees necessary to satisfy coverage under Code Section 410(b). All "eligible" Participants not included in an allocation group below constitute a group receiving zero percent for the Contribution Period.

(i) ☒ For each Plan Year, the Employer shall contribute for the following "eligible" Participant(s) an amount equal to 2% **(not to exceed 25%)** of each such "eligible" Participant' s Compensation:

Class I - See Superseding Provisions Addendum for definition of Class I employees.

(ii) ☒ For each Plan Year, the Employer shall contribute for the following "eligible" Participant(s) an amount equal to 0% **(not to exceed 25%)** of each such "eligible" Participant' s Compensation:

Class II - All employees not in Class I

Note: The allocation formula in Option 1.12(a)(1)(A) above generally satisfies a design-based safe harbor pursuant to the regulations under Code Section 401(a)(4). However, because the Employer selected Option 1.12(a)(1)(A)(i) above, the Employer may be required to restructure the Plan, as permitted by these regulations, to satisfy the nondiscriminatory benefits requirement of Code Section 401(a)(4). If the Plan cannot be restructured to satisfy the nondiscriminatory benefits requirements, the Plan shall be required to apply the general test. Cross-testing cannot be used to satisfy those requirements under this Option.

(4) *The following is added at the end of Subsection 1.20(f) as a new Subsection 1.20(g):*

(g) ***Partial Withdrawals -*** A Participant whose employment has terminated and whose Account is distributable in accordance with the provisions of Article 12 of the Basic Plan Document may elect to withdraw any portion of his vested interest in his Account in cash at any time.

SUPERSEDING PROVISIONS ADDENDUM

for

Plan Name: Amphenol Corporation Employee Savings/401(k) Plan

(a) ***Superseding Provision(s)*** – The following provisions supersede other provisions of this Adoption Agreement and/or the Basic Plan Document in the manner described:

Section 1.16(c)(1) of the Adoption Agreement is hereby affirmed as providing that Nonelective Employer Contributions on behalf of Class I Participants shall be 100% immediately vested. Section 1.16(c)(2) is hereby amended to provide that Non-Discretionary Matching Employer Contributions on behalf of Class I Participants shall vest in accordance with the following schedule:

Years of Vesting Service	Vested Percentage
0	0%
1	25%
2	50%
3	75%
4	100%

Years of Vesting Service for Class I Participants employed by Amphenol Nexus Technologies who were employed by Nexus, Inc. on June 27, 2008 shall include service with Nexus, Inc. In addition, Years of Vesting Service for Class I Participants employed by Times Microwave Systems, Inc. who were employed by Times Microwave Systems, Inc. on March 20, 2009 and May 16, 2009 shall include service with Times Microwave Systems, Inc. prior to its acquisition by Amphenol Corporation.

<u>Definition: Class I Participant</u>. A Class I Participant is a Participant who is:

a. an Affected Participant, on or after January 1, 2007;

b. an employee of Amphenol Nexus Technologies, a division of Amphenol Corporation, on or after July 1, 2008;

c. an employee of Amphenol PCD, Inc., a wholly-owned subsidiary of Amphenol Corporation, on or after August 1, 2008; or

d. a salaried employee of Times Microwave Systems, Inc., on or after May 16, 2009.

e. an employee of Amphenol T&M Antennas, Inc. on or after July 1, 2011.

For purposes of (a) above, "Affected Participant" means a salaried employee who:

i. is an employee at a division or location that participated in the Pension Plan for Employees of Amphenol Corporation (the "Pension Plan"), as of December 31, 2006, and

ii. is not a Grandfathered Participant Under the Pension Plan.

For purposes of the definition of Affected Participant, "Grandfathered Participant Under the Pension Plan" means a participant in a salaried portion of the Pension Plan who, continuously since December 31, 2006, has been actively employed (including on short term disability or an authorized leave of absence) or on long term disability at a participating division or location of Amphenol Corporation or a participating employer under the Pension Plan, and, as of December 31, 2006, was either:

x. age 50 or older, with 15 or more Years of Vesting Service under the Pension Plan; or

y. had 25 or more Years of Vesting Service under the Pension Plan.

For purposes of the definition of Affected Participant, participating divisions or locations of Amphenol Corporation and participating employers under the Pension Plan are:

A. Participating Divisions or Locations of Amphenol Corporation under the Pension Plan:

Spectra Strip - Hamden, CT
Amphenol RF - Danbury, CT
Amphenol Fiber Optic Product - Lisle, IL
Amphenol Tuchel Electronics - Canton, MI
Amphenol Aerospace Operations - Sidney, NY
Amphenol Corporation Headquarters - Wallingford, CT
(Without limitation, Amphenol AssembleTech (Houston), Amphenol Phoenix Interconnect, Amphenol TCS and Amphenol Backplane Systems are not participating divisions or locations.)

B. Participating Employers and their Participating Divisions or Locations under the Pension Plan:

Amphenol Interconnect Products Company – Endicott, NY (Amphenol AssembleTech (Florida) and Amphenol Precision Cable Manufacturing are not participating divisions or locations)

Times Fiber Communications, Inc.
Amphenol Cable On Demand Corp.
(Without limitation, Sine Systems Corporation, Amphenol T&M Antennas, Inc., Advanced Circuit Technology, Inc., Amphenol Connex Corporation, Amphenol PCD, Inc., Amphenol Antenna Solutions, Amphenol Optimize Manufacturing Company, Amphenol InterCon Systems, Inc., Fiber Systems International, Inc., SV Microwave Technologies, Inc. and Amphenol Alden Products Company are not participating employers.)

Volume Submitter Defined Contribution Plan

ADDENDUM TO ADOPTION AGREEMENT

Fidelity Basic Plan Document No. 14

RE: Pension Protection Act of 2006,

The Heroes Earnings Assistance and Relief Act of 2008,

The Worker, Retiree and Employee Recovery Act of 2008

And Code Sections 401(k) and 401(m) 2009 Proposed Regulations

Plan Name: Amphenol Corporation Employee Savings/401(k) Plan

Fidelity 5-digit Plan Number: 85085

PREAMBLE

Adoption and Effective Date of Amendment. This amendment of the Plan is adopted to reflect certain provisions of the Pension Protection Act of 2006 (the “PPA”). This amendment is intended as good faith compliance with the PPA and is to be construed in accordance with applicable guidance. Except as otherwise provided below, this amendment shall be effective with respect to Fidelity’ s Volume Submitter plan for Plan Years beginning after December 31, 2006.

Supersession of Inconsistent Provisions. This amendment shall supersede the provisions of the Plan to the extent those provisions are inconsistent with the provisions of this amendment. ***(Execution of this PPA Addendum is not required unless one of (a) through (h) is being selected below and no provision of this PPA Addendum will be interpreted to supersede the provisions of the Plan unless selected below.)***

(a) ☐ ***In-service, Age 62 Distribution of Money Purchase Benefits.*** A Participant who has attained at least age 62 shall be eligible to elect to receive a distribution of benefit amounts accrued as a result of the Participant’ s participation in a money purchase pension plan (either due to a merger into this Plan of money purchase pension plan assets and liabilities or because this Plan is a money purchase pension plan), if any. This subsection (a) shall be effective to permit such distributions on and after the following effective date: (can be no earlier than the first day of the first plan year beginning after December 31, 2006).

(b) ☐ ***Automatic Enrollment Contributions. (Choose only if selecting (d) or (e) below.)***

(1) ***Adoption of Automatic Enrollment Contributions.*** Beginning on the effective date of this paragraph (1), as provided in paragraph (A) below (the "Automatic Enrollment Effective Date") and subject to the remainder of this Subsection (b), unless an Eligible Employee affirmatively elects otherwise, his Compensation will be reduced by % (except as such percentage may be modified for certain Eligible Employees through the Additional Provisions Addendum to the Adoption Agreement, the "Automatic Enrollment Rate"), such percentage to be increased in accordance with Subsection (c) (if applicable), for each payroll period in which he is an Active Participant, beginning as indicated in (2) below, and the Employer will make a pre-tax Deferral Contribution in such amount on the Participant' s behalf in accordance with the provisions of Section 5.03 of the Basic Plan Document (an "Automatic Enrollment Contribution").

(A) Automatic Enrollment Effective Date:

(B) If the Plan had an automatic contribution arrangement before the Automatic Enrollment Effective Date provided in (A) above (the "Pre-existing Arrangement"), the effective date of the Pre-existing Arrangement was: .

Please also check (i) and/or (ii) below if applicable:

(i) ☐ The Pre-existing Arrangement was a Qualified Automatic Contribution Arrangement described in Code section 401(k)(13)(B).

(ii) ☐ The Pre-existing Arrangement was an Eligible Automatic Contribution Arrangement described in Code section 414(w)(3).

(2) With respect to an affected Participant, Automatic Enrollment Contributions will begin as soon as administratively feasible on or after (check one):

(A) ☐ The Participant' s Entry Date.

(B) ☐ (minimum of 30) days following the Participant' s date of hire, but no sooner than the Participant' s Entry Date.

Within a reasonable period ending no later than the day prior to the date Compensation subject to the reduction would otherwise become available to the Participant, an Eligible Employee may make an affirmative election not to have Automatic Enrollment Contributions made on his behalf. If an Eligible Employee makes no such affirmative election, his Compensation shall be reduced and Automatic Enrollment Contributions will be made on his behalf in accordance with the provisions of this Subsection (b), and Subsection (c), if applicable, until such Active Participant elects to change or revoke such Deferral Contributions as provided in Subsection 1.07(a)(1). Automatic Enrollment Contributions shall be made only on behalf of Active Participants who are first hired by the Employer on or after the Automatic Enrollment Effective Date and do not have a Reemployment Commencement Date, unless otherwise provided below.

(3) ☐ Additionally, subject to the Note below, unless such affected Participant affirmatively elects otherwise within the reasonable period established by the Plan Administrator, Automatic Enrollment Contributions will be made with respect to the Employees described below. (Check all that apply).

(A) ☐ Inclusion of Previously Hired Employees. On the later of the date specified in Subsection (b)(2) with regard to such Eligible Employee or as soon as administratively feasible on or after the 30th day following the Notification Date specified in (iii) below, Automatic Enrollment Contributions will begin for the following Eligible Employees who were hired before the Automatic Enrollment Effective Date and have not had a Reemployment Commencement Date. (Check (i) or (ii), complete (iii), and complete (iv), if applicable).

(i) ☐ Unless otherwise elected in (iv) below, all such Employees who have never had a Deferral Contribution election in place. If the Employer has elected a QACA in Subsection (d) below, then for the effective date of this election, all Participants for whom contributions are being made pursuant to an automatic contribution arrangement at a percentage not at least equal to the rate specified above (or the limit of automatic increase(s) as specified in Subsection (c)(2) below, if greater) will be automatically enrolled on the 30th day following the Notification Date at the rate given in Subsection (b)(1) above.

(ii) ☐ Unless otherwise elected in (iv) below, all such Employees who have never had a Deferral Contribution election in place and were hired by the Employer before the Automatic Enrollment Effective Date, but after the following date: .

(iii) Notification Date: .

(iv) ☐ In addition to the group of Employees elected in (i) or (ii) above, any Employee described in (i) or (ii) above, as applicable, even if he has had a Deferral Contribution election in place previously, provided he is not suspended from making Deferral Contributions pursuant to the Plan and has a deferral rate of zero on the Notification Date. If the Employer has elected a QACA in Subsection (d) below, then for the effective date of this election, all Participants not deferring a percentage at least equal to the rate specified above (or the limit of automatic increase(s) as specified in Subsection (c)(2) below, if greater) will be automatically enrolled on the 30th day following the Notification Date at the rate given in Subsection (b)(1) above.

(B) ☐ Inclusion of Rehired Employees. Unless otherwise stated herein, each Eligible Employee having a Reemployment Commencement Date on the Automatic Enrollment Effective Date. If Subsection (b)(3)(A)(ii) is selected, only such Employees with a Reemployment Commencement on or after the date specified in Subsection (b)(3)(A)(ii) will be automatically enrolled. If Subsection (b)(3)(A) is not selected, only such Employees with a Reemployment Commencement on or after the Automatic Enrollment Effective Date will be automatically enrolled. If Subsection (b)(2)(B) has been elected above, for purposes of Subsection (b)(2) only, such Employee' s Reemployment Commencement Date will be treated as his date of hire.

(c) ☐ ***Automatic Deferral Increase (Choose only if Automatic Enrollment Contributions are elected in Subsection (b) above)*** - Unless an Eligible Employee affirmatively elects otherwise after receiving appropriate notice, Deferral Contributions for each Active Participant having Automatic Enrollment Contributions made on his behalf shall be increased annually by the (whole number) percentage of Compensation stated in (1) below until the deferral percentage stated in Section 1.07(a)(1) is reached (except that the increase will be limited to only the percentage needed to reach the limit stated in Section 1.07(a)(1), if applying the percentage in (1) would exceed the limit stated in Section 1.07(a)(1)), unless the Employer has elected a lower percentage limit in Subsection (c)(2) below.

(1) Increase by % **(**except as such percentage may be modified for certain Eligible Employees through the Additional Provisions Addendum to the Adoption Agreement, but not to exceed 10%**)** of Compensation. Such increased Deferral Contributions shall be pre-tax Deferral Contributions regardless of any election made by the Participant to have any portion of his Deferral Contributions treated as a Roth 401(k) Contribution.

(2) ☐ Limited to % of Compensation **(not to exceed the percentage indicated in Subsection 1.07(a)(1))**.

(3) The Automatic Deferral Increase for each Participant still subject to it pursuant to Section 5.03(c) of the Basic Plan Document shall occur:

(A) ☐ On each anniversary of such Participant' s automatic enrollment date pursuant to (b)(2) or (b)(3) above, as applicable.

(B) ☐ Except if selected below with regard to the first such annual increase, each year on the following date:

(i) ☐ The automatic deferral increase shall not apply to a Participant within the first six months following the automatic enrollment date pursuant to (b)(2) or (b)(3) above, as applicable.

(d) ☐ ***Qualified Automatic Contribution Arrangement.*** The automatic contribution arrangement described in Sections (b) and (c) (if applicable) of this Addendum shall constitute a qualified automatic contribution

arrangement described in Code Section 401(k)(13) ("QACA"), initially effective as of the following date: (can be no earlier than the first day of the first plan year beginning after December 31, 2007).

(1) ☐ QACA Matching Employer Contribution Formula. Matching Employer Contributions used to satisfy the QACA must vest at least as rapidly as 100% once the Participant is credited with two Years of Service.

(A) ☐ 100% of the first 1% of the Active Participant' s Compensation contributed to the Plan and 50% of the next 5% of the Active Participant' s Compensation contributed to the Plan.

Note: If the Employer selects this formula and does not elect Subsection 1.11(b) (or Subsection 1.11(f) through the Additional Provisions Addendum, as appropriate), Additional Matching Employer Contributions, Matching Employer Contributions will automatically meet the safe harbor contribution requirements for deemed satisfaction of the "ACP" test. (Employee Contributions must still be tested for "ACP" test purposes.)

(B) (i) ☐ Other Enhanced Match: % of the first % of the Active Participant' s Compensation contributed to the Plan,

% of the next % of the Active Participant' s Compensation contributed to the Plan,

% of the next % of the Active Participant' s Compensation contributed to the Plan.

Note: To satisfy the safe harbor contribution requirement for the "ADP" test, the percentages specified above for Matching Employer Contributions may not increase as the percentage of Compensation contributed increases, and the aggregate amount of Matching employer contributions at such rates must at least equal the aggregate amount of Matching Employer Contributions that would be made under the percentages described in (d)(1)(A) of this Addendum.

(ii) ☐ The formula in (i) of this paragraph (B) is also intended to satisfy the safe harbor contribution requirement for deemed satisfaction of the "ACP" test with respect to Matching Employer Contributions. (Employee Contributions must still be tested for "ACP" test purposes.)

(C) ☐ Safe harbor Matching Employer Contributions shall not be made on behalf of Highly Compensated Employees.

(2) ☐ QACA Nonelective Employer Contribution. Nonelective Employer Contributions used to satisfy the QACA must vest at least as rapidly as 100% once the Participant is credited with two Years of Service.

(A) ☐ For each Plan Year, the Employer shall contribute for each eligible Active Participant an amount equal to % (not less than 3% nor more than 25%) of such Active Participant' s Compensation.

(B) ☐ The Employer may decide each Plan Year whether to amend the Plan by electing and completing (i) below to provide for a contribution on behalf of each eligible Active Participant in an amount equal to at least 3% of such Active Participant' s Compensation.

Note: An employer that has selected paragraph (B) above must amend the Plan by electing (i) below no later than 30 days prior to the end of each Plan Year for which the QACA Nonelective Employer Contributions are being made.

(i) ☐ For the Plan Year beginning , the Employer shall contribute for each eligible Active Participant an amount equal to % (not less than 3% nor more than 25%) of such Active Participant' s Compensation.

(C) ☐ QACA Nonelective Employer Contributions shall not be made on behalf of Highly Compensated Employees.

(D) ☐ The employer has elected to make Matching Employer Contributions under Subsection 1.10 of the Adoption Agreement, if any, that are intended to meet the requirements for deemed satisfaction of the "ACP" test with respect to Matching Employer Contributions.

(3) ☐ The Plan previously had a QACA, but the Plan was amended to remove the QACA effective: .

(e) ☐ ***Eligible Automatic Contribution Arrangement.*** The automatic contribution arrangement described in Sections (b) and (c) (if applicable) of this Addendum shall constitute an eligible automatic enrollment arrangement described in Code Section 414(w) ("EACA"), effective as of the following date: (can be no earlier than the first day of the first plan year beginning after December 31, 2007).

(1) ☐ Permissible Withdrawal. A Participant who has made an Automatic Enrollment Contribution pursuant to the EACA (an "EACA Participant") shall be eligible to elect to withdraw the amount attributable to such Automatic Enrollment Contribution pursuant to the following rules:

(A) The EACA Participant must make any such election within ninety days of his automatic enrollment date pursuant to (b)(2) or (b)(3) above, as applicable. Upon making such an election, the EACA Participant' s Deferral Contribution election will be set to zero until such time as the EACA Participant' s Deferral Contribution rate has changed pursuant to Section 1.07(a)(1) or this Addendum.

(B) The amount of such withdrawal shall be equal to the amount of the EACA Deferrals through the end of the fifteen day period beginning on the date the Participant makes the election described in (A) above, adjusted for allocable gains and losses to the date of such withdrawal.

(C) Any amounts attributable to Employer Matching Contributions allocated to the Account of an EACA Participant with respect to EACA Deferrals that have been withdrawn pursuant to this Section (e)(1) shall be forfeited. In the event that Employer Matching Contributions would otherwise be allocated to the EACA Participant' s Account with respect to EACA Deferrals that have been so withdrawn, the Employer shall not contribute such Employer Matching Contributions to the Plan.

(2) An Active Participant who is otherwise covered by the EACA but who makes an affirmative election regarding the amount of Deferral Contributions shall remain covered by the EACA solely for purposes of receiving any required notice from the Plan Administrator in connection with the EACA and for purposes of determining the period applicable to the distribution of certain excess contributions pursuant to Sections 6.04 and 6.07 of the Basic Plan Document.

(3) ☐ The Plan previously allowed the Permissible Withdrawal described in (e)(1) above, but the Plan was amended to remove the Permissible Withdrawal effective for Participants automatically enrolled on or after the following date: .

(f) ☐ ***Coverage under the QACA and/or EACA***. The QACA and/or EACA described in the previous sections of this PPA Addendum shall cover only those Active Participants eligible to affirmatively elect to make Deferral Contributions described below (Check all that apply. If Option (e)(1), Permissible Withdrawal, has been selected by the Employer, then all Employees subject to an automatic enrollment arrangement through the Plan must be covered by the EACA.):

(1) ☐ Those who are not employees of an unrelated employer listed in Section (c) of the Participating Employers Addendum and are not collectively bargained employees, as defined in Treasury Regulation section 1.410(b)-6(d)(2).

(2) ☐ Those who are not employees of an unrelated employer listed in Section (c) of the Participating Employers Addendum and are collectively bargained employees, as defined in Treasury Regulation section 1.410(b)-6(d)(2), except for those covered under the following collective bargaining agreement(s):

(3) ☐ Those who are employees of an unrelated employer listed in Section (c) of the Participating Employers Addendum, except as provided in (A) below if selected.

(A) ☐ Employees of the following unrelated employer(s) listed in Section (c) of the Participating Employers Addendum shall not be covered by the QACA and/or EACA:

Note: In the event the Plan' s automatic contribution arrangement is both an EACA and a QACA, the Employer' s elections in this subsection (f) apply to both the EACA and the QACA.

(g) ☐ ***Qualified Reservist Distribution.*** A Participant called to active duty after September 11, 2001 for a period that is either indefinite or to exceed 179 days and the Participant takes the distribution between the date of the call to active duty and the close of the active duty period. The distribution may be made only from amounts attributable to 401(k) deferrals and is exempt from the 10% income tax penalty that would otherwise apply if the Participant has not yet attained age 59-1/2. The PPA would further permit the Participant to repay the distribution to an IRA only (not to the plan) within two years after the end of the active duty period. This subsection (g) shall be effective to permit such distributions after the following date: (can be no earlier than September 11, 2001).

(h) ☐ ***Change to Addendum Provisions.*** The Employer has amended the provisions of Subsection (a), (b), (c), (d), (e), (f) and/or (g) to be as indicated above.

Amendment Execution

IN WITNESS WHEREOF, the Employer has caused this Amendment to be executed this day of , .

Employer: Amphenol Corporation

By: ____________________

Title: ____________________

Employer: Amphenol Corporation

By: ____________________

Title: ____________________

Accepted by: Fidelity Management Trust Company, as Trustee

By: ____________________

Date: ____________________

Title: Authorized Signatory

Volume Submitter Defined Contribution Plan

ADDENDUM TO ADOPTION AGREEMENT

Fidelity Basic Plan Document No. 14

RE: Small Business Jobs Act of 2010

Plan Name: Amphenol Corporation Employee Savings/401(k) Plan

Fidelity 5-digit Plan Number: 85085

PREAMBLE

Adoption and Effective Date of Amendment. This amendment of the Plan is adopted to reflect certain provisions of the Small Business Jobs Act of 2010 (the "SBJA"). This amendment is intended as good faith compliance with the SBJA and is to be construed in accordance with applicable guidance. This amendment shall be effective with respect to Fidelity' s Volume Submitter plan as provided below.

Supersession of Inconsistent Provisions. This amendment shall supersede the provisions of the Plan to the extent those provisions are inconsistent with the provisions of this amendment.

(a) ☐ ***In-Plan Roth Rollover Contributions.*** Unless Section (a)(1) is selected below and in accordance with Section 5.06 of the Basic Plan Document, any Participant or Beneficiary may elect to have otherwise distributable portions of his Account, which are not part of an outstanding loan balance pursuant to Article 9 of the Basic Plan Document and are not "designated Roth contributions" under the Plan, be considered "designated Roth contributions" for purposes of the Plan. This subsection (a) shall be effective to permit such distributions on and after the following effective date: (can be no earlier than September 28, 2010).

(1) ☐ Except as otherwise required by IRS Notice 2010-84, only a Participant who is still employed by the Employer may elect to make such an in-plan Roth Rollover.

Amendment Execution

IN WITNESS WHEREOF, the Employer has caused this Amendment to be executed this day of , .

Employer: Amphenol Corporation

By: ____________________

Title: ____________________

Employer: Amphenol Corporation

By: ____________________

Title: ____________________

Accepted by: Fidelity Management Trust Company, as Trustee

By: ____________________

Authorized Signatory

Date: ____________________

Exhibit 10.34

The CORPORATE*plan for Retirement*^{SM}
EXECUTIVE PLAN

Adoption Agreement

IMPORTANT NOTE

This document has not been approved by the Department of Labor, the Internal Revenue Service or any other governmental entity. An Employer must determine whether the plan is subject to the Federal securities laws and the securities laws of the various states. An Employer may not rely on this document to ensure any particular tax consequences or to ensure that the Plan is "unfunded and maintained primarily for the purpose of providing deferred compensation to a select group of management or highly compensated employees" under the Employee Retirement Income Security Act with respect to the Employer's particular situation. Fidelity Management Trust Company, its affiliates and employees cannot and do not provide legal or tax advice or opinions in connection with this document. This document does not constitute legal or tax advice or opinions and is not intended or written to be used, and it cannot be used by any taxpayer, for the purposes of avoiding penalties that may be imposed on the taxpayer. This document must be reviewed by the Employer's attorney prior to adoption.

Plan Number: 44381 ECM NQ 2007 AA
(07/2007) 11/17/2011

AMENDMENT EXECUTION PAGE
(Fidelity's Copy)

Plan Name: Amphenol Corporation Supplemental Defined Contribution Plan (the "Plan")

Employer: Amphenol Corporation

(Note: These execution pages are to be completed in the event the Employer modifies any prior election(s) or makes a new election(s) in this Adoption Agreement. Attach the amended page(s) of the Adoption Agreement to these execution pages.)

The following section(s) of the Plan are hereby amended effective as of the date(s) set forth below:

Section Amended	Effective Date
Attachment B	01/01/2012

IN WITNESS WHEREOF, the Employer has caused this Amendment to be executed on the date below.

Employer: ________________

By: ________________

Title: ________________

Date: ______________________

AMENDMENT EXECUTION PAGE
(Employer' s Copy)

Plan Name: Amphenol Corporation Supplemental Defined Contribution Plan (the "Plan")

Employer: Amphenol Corporation

(Note: These execution pages are to be completed in the event the Employer modifies any prior election(s) or makes a new election(s) in this Adoption Agreement. Attach the amended page(s) of the Adoption Agreement to these execution pages.)

Section Amended	**Effective Date**
Attachment B	01/01/2012

IN WITNESS WHEREOF, the Employer has caused this Amendment to be executed on the date below.

Employer: ______________________

By: ______________________

Title: ______________________

Date: ______________________

ATTACHMENT B

Re: SUPERSEDING PROVISIONS
for

Plan Name: Amphenol Corporation Supplemental Defined Contribution Plan (the "Plan")

(a) Superseding Provision(s) − The following provisions supersede other provisions of this Adoption Agreement and/or the Basic Plan Document as described below:

1. Section 1.05(a)(1) of the Adoption Agreement is hereby amended to read as follows:

The Employer shall make a Deferral Contribution in accordance with, and subject to, Section 4.01 on behalf of each Participant who has an executed salary reduction agreement in effect with the Employer for the calendar year (or portion of the calendar year) in question, not to exceed:

(a) for a Participant with estimated compensation for the prior year* of less than the Code Section 401(a)(17) limit for such prior year,

(i) the Code Section 402(g) limit for the Plan Year less

(ii) the product of the:

(A) Employer' s qualified 401(k) plan-level cap on deferrals by Highly Compensated Employees as in effect as of the commencement of the deferral period, and

(B) Compensation Factor for each Participant determined in accordance with the following chart.

Estimated Compensation (Prior Year)*	**Compensation Factor**	
Less than $125,000	$	100,000
$125,000.01 - $150,000	$	125,000
$150,000.01 − $175,000	$	150,000
$175,000.01 - $200,000	$	175,000
$200,000.01 − $225,000	$	200,000
$225,000.01 − $250,000	$	225,000
$250,000.01 − $275,000	$	250,000
$275,000.01 and over	$	275,000

(b) for a Participant with estimated compensation for the prior year* in excess of the Code Section 401(a)(17) limit for such prior year, the maximum deferral amount shall be 5% of the Participant' s estimated compensation for the Plan Year in excess of the Code Section 401(a)(17) limit for the Plan Year to a maximum, for Plan Years commencing prior to January 1, 2012, of 6.66 multiplied by such limit. Estimated compensation for the Plan Year shall be determined by Amphenol

Corporation, in its sole discretion, prior to the commencement of each deferral election period.

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* As determined by Amphenol Corporation, in its sole discretion, prior to the commencement of each deferral election period. (For new Employees, an estimate of projected current year Compensation shall be substituted.)

2. Section 1.07(a)(2)(B) of the Adoption Agreement is hereby amended by substituting "6" for "3" in the final clause thereof.

3. Section 8.01(d) of the Basic Plan Document is hereby amended to clarify that, in the absence of a date of distribution election by a Participant, contributions to the Plan during the period (and earnings attributable to those contributions) shall be distributed upon Separation from Service.

4. Section 8.03 of the Basic Plan Document is amended to clarify to the extent permitted by applicable law that the deferral election, if any, of a Participant who receives an unforeseeable emergency distribution shall be cancelled pursuant to 26 CFR section 1.409A-3(j)(viii).

Exhibit 21.1

List of Subsidiaries	State/ Country of Incorporation	Name(s) under which Subsidiary does business (1)
Amphenol Adronics, Inc.	Delaware, U.S.A.	Amphenol Adronics
Amphenol Air LB North America, Inc.	Canada	Amphenol Air LB
Amphenol Air LB GmbH	Germany	Amphenol Air LB
Air LB International Development S.A.	Luxembourg	Amphenol Air LB
Amphenol Air LB S.A.S.	France	Amphenol Air LB
Amphenol Alden Products Company	Delaware, U.S.A.	Alden
Amphenol Alden Products Mexico, S.A. de C.V.	Mexico	Alden
Amphenol Antenna Solutions, Inc.	Illinois, U.S.A.	Amphenol Antel
Amphenol Assembletech Xiamen Co., Limited	China	Amphenol Assembletech China
Amphenol Australia Pty Ltd.	Australia	Amphenol Australia
Amphenol Automotive Beteilingungs GMBH	Germany	Amphenol
Amphenol Automotive GMBH & Co. KG	Germany	Amphenol
Amphenol Benelux B.V.	Netherlands	Amphenol ABEN
Amphenol Borg Limited	U.K.	Amphenol Borg
Amphenol Borg Pension Trustees Ltd.	U.K.	Amphenol Borg Pension
Amphenol Borisch Technologies, Inc	Delaware, U.S.A.	Amphenol
Amphenol Cables On Demand Corp.	Delaware, U.S.A.	Cables on Demand
Amphenol Canada Corp.	Canada	Amphenol
Amphenol Commercial Products (Chengdu) Co., Ltd.	China	Amphenol Chengdu
Amphenol (Changzhou) Advanced Connector Co. Ltd.	China	Amphenol (Changzhou) TCS Co., Ltd.
Amphenol (Changzhou) Connector Systems Co. Ltd.	China	Amphenol (Changzhou) TCS Co., Ltd.
Amphenol (Changzhou) Electronics Co. Ltd.	China	Amphenol (Changzhou) TCS Co., Ltd.
Amphenol CNT (Xian) Technology Co., Ltd.	China	Amphenol CNT
Amphenol Connex Corporation	Delaware, U.S.A.	Connex
Amphenol Commercial Interconnect Korea Co. Ltd.	Korea	ACIK
Amphenol Commercial and Industrial UK, Limited	U.K.	Amphenol
Amphenol Connexus AB	Sweden	Connexus
Amphenol Connexus Ou	Estonia	Amphenol
Amphenol-Daeshin Electronics and Precision Co., Ltd.	Korea	Amphenol Dae Shin, Dae Shin, Amphenol
Amphenol East Asia Electronic Technology (Shenzhen) Co. Ltd.	China	AEAL, Amphenol
Amphenol East Asia Limited	Hong Kong	Amphenol
Amphenol (Tianjin) Electronics Co., Ltd.	China	AEAL
Amphenol Fiber Optic Technology (Shenzhen) Co., Ltd.	China	ETD

Amphenol Finland OY	Finland	Amphenol Finland
Amphenol France Acquisition SAS	France	Amphenol
Amphenol France SAS	France	Amphenol
Amphenol FSI Holdings, Inc.	Delaware, U.S.A.	Amphenol
Amphenol Funding Corporation	Delaware, U.S.A.	Amphenol
Amphenol Germany GmbH	Germany	Amphenol
Amphenol Gesellschaft m.b.H.	Austria	Amphenol, AVIN
Amphenol Holding UK, Limited	U.K.	Amphenol
Amphenol Intercon Systems, Inc.	Delaware, U.S.A.	Intercon
Amphenol Interconnect India Private Limited	India	Amphenol India
Amphenol Interconnect Products Corporation	Delaware, U.S.A.	AIPC, Amphenol
Amphenol Interconnect South Africa (Proprietary) Limited	South Africa	Amphenol Interconnect
Amphenol International Ltd.	Delaware, U.S.A.	Amphenol International
Amphenol Italia, S.R.L.	Italy	Amphenol
Amphenol Japan Ltd.	Japan	Amphenol

(1) Each Subsidiary also does business under the corresponding corporate name listed in column 1.

Amphenol-Kai Jack Industrial Co., Ltd.	Taiwan	Amphenol RF, Kai Jack
Amphenol-Kai Jack (Shenzhen), Inc.	China	Kai Jack
Amphenol Limited	U.K.	Amphenol, LTD
Amphenol LTW Technology Co., Ltd.	Taiwan	Amphenol LTW Technology
Amphenol Malaysia Sdn Bhd.	Malaysia	T&M Antennas
Amphenol MCP Korea Limited	Korea	Phoenix Korea
Amphenol Middle East Enterprises FZE	U.A.E.	Amphenol
Amphenol Mobile Communication Products India Private Limited	India	Amphenol MCP India
Amphenol Netherlands Holdings 1B.V.	Netherlands	Amphenol
Amphenol Netherlands Holdings 2B.V.	Netherlands	Amphenol
Amphenol Omniconnect India Private Limited	India	Amphenol
Amphenol Optimize Manufacturing Co.	Arizona, U.S.A.	Optimize
Amphenol Optimize Mexico S.A. de C.V.	Mexico	Optimize
Amphenol PCD, Inc.	Delaware, U.S.A.	Amphenol PCD
Amphenol PCD (Shenzhen) Co., Ltd.	China	PCD
Amphenol Printed Circuits, Inc.	Delaware, U.S.A.	Amphenol
Amphenol Qu Jing Technology Ltd.	China	AEAL
Amphenol RF Asia Limited	Hong Kong	Amphenol
Amphenol Shouh Min Enterprise (Hong Kong) Company Limited	Hong Kong	Amphenol Shouh Min
Amphenol Shouh Min Industry (Shenzhen) Co., Ltd.	China	Shouh Min
Amphenol Steward Enterprises, Inc.	Delaware, U.S.A.	Steward
Amphenol Singapore Pte Ltd.	Singapore	AEAL
Amphenol Socapex S.A.S.	France	Socapex
Amphenol SV Microwave Acquisition Corp.	Delaware, U.S.A.	Amphenol SV Microwave
Amphenol T&M Antennas, Inc.	Delaware, U.S.A.	T&M Antennas, Amphenol T&M

Amphenol TCS Ireland Limited	Ireland	Amphenol TCS Ireland Limited
Amphenol TCS (Malaysia) Sdn Bhd	Malaysia	Amphenol TCS (Malaysia) Sdn Bhd
Amphenol TCS de Mexico S.A. de C.V.	Mexico	Amphenol TCS de Mexico S.A. de C.V.
Amphenol-TFC (Changzhou) Communications Equipment Co., Ltd.	China	Amphenol, Times Fiber, TFC
Amphenol TFC do Brasil Ltda.	Brazil	Amphenol
Amphenol TFC Fios E Cabos do Brasil Ltda.	Brazil	Amphenol
Amphenol TFC MDE Participacoes Ltda.	Brazil	Amphenol
Amphenol Taiwan Corporation	Taiwan	Amphenol
Amphenol Technical Products International Co.	Canada	Technical Products International, TPI Amphenol TPI
Amphenol Technology (Shenzhen) Co. Ltd.	China	Amphenol
Amphenol Technology (Zhuhai) Co. Ltd.	China	Amphenol
Amphenol Times Microwave Electronics (Shanghai) Limited	China	Amphenol Times Microwave Electronics
Amphenol Tuchel Electronics GmbH	Germany	Tuchel
Amphenol Tunisia L.L.C.	Tunisia	Amphenol Tunisia
Amphenol USHoldco Inc.	Delaware, U.S.A.	Amphenol
Asia Connector Services, Ltd.	Delaware, U.S.A.	Asia Connector Service
Blueline Product Limited	Hong Kong	Amphenol
C&S Antennas, Inc.	Delaware, U.S.A.	Amphenol
C&S Antennas, Ltd	U.K.	Amphenol
CSA Ltd.	U.K.	Amphenol
ContactServe (Proprietary) Limited	South Africa	ContactServe
Cemm-Mex, S.A. de C.V.	Mexico	Cemm Thome
Cemm Thome Automotive Lighting Connection System (SIP) Co., Ltd.	China	Cemm Thome
Cemm Thome Corp.	Delaware, U.S.A.	Cemm Thome, Amphenol
Cemm Thome SK, spol s.r.o.	Slovakia	Cemm Thome
Changzhou Amphenol Fuyang Communication Equipment Company Limited	China	Fuyang

(1) Each Subsidiary also does business under the corresponding corporate name listed in column 1.

East Asia Connector Services, Ltd.	China	East Asia Connector Services
FEP Dienstleistungsgesellscaft mbH	Germany	Amphenol
FEP Fahrzeugelektrik Pirna GmbH	Germany	Amphenol
Fiber Systems International, Inc.	Texas, U.S.A.	FSI
Filec Europe Centrale s.r.o.	Czech Republic	Filec
Filec Production SAS	France	Filec
Filec SAS	France	Filec
Guangzhou Amphenol Electronics Co. Ltd.	China	Amphenol
Guangzhou Amphenol Electronics Communication Co., Ltd.	China	Amphenol, GEC
Guangzhou Amphenol Sincere Flex Circuits Co., Ltd.	China	Sincere

Guangzhou FEP Automotive Electric Co., Ltd	China	Amphenol
Hangzhou Amphenol Phoenix Telecom Parts Co. Ltd.	China	Phoenix
Kunshan Amphenol Zhengri Electronics Co. Ltd.	China	Kunsham Amphenol Zhengri Electronics
Jaybeam Ltd	U.K.	Jaybeam Wireless
Jaybeam Wireless SAS	France	Jaybeam Wireless
KE Ostrov − Elektrik, s.r.o.	Czech Republic	Konfektion E.
Konfektion E Elektronik GmbH	Germany	Konfektion E.
Konfection E − SK, s.r.o.	Slovakia	Konfektion E.
Konnektech, Ltd.	Delaware, U.S.A.	Amphenol
LPL Technologies Holding GmbH	Germany	Amphenol
Lectric SARL	Tunisia	Amphenol
LTW Technology (Samoa) Co., Ltd.	Samoa	LTW Technology
LTW Top Tech (Samoa) Co., Ltd.	Samoa	LTW Top Tech
Matir, S.A.	Uruguay	Amphenol
PerLoga Personal und Logistik GmbH	Germany	Amphenol
Precision Cable Manufacturing Corporation de Mexico, S.A. de C.V.	Mexico	Amphenol
Pyle-National Ltd.	U.K.	Pyle-National
RSI International Ltd.	U.K.	Amphenol
Shanghai Amphenol Airwave Communication Co., Ltd.	China	Shanghai Airwave, T&M Antennas
Sine Systems Corporation	Delaware, U.S.A.	Sine
Societe d' Etudes et de Fabrication ("SEFEE")	France	SEFEE
Spectra Strip Limited	England	Amphenol
SV Microwave Components Group, Inc.	Florida, U.S.A.	SV Microwave
SV Microwave, Inc.	Florida, U.S.A.	SV Microwave
SV Microwave Technologies, Inc.	Delaware, U.S.A.	SV Microwave
TCS Japan K.K.	Japan	TCS Japan
TFC South America S.A.	Argentina	Times Fiber
Tianjin Amphenol KAE Co., Ltd.	China	KAE
Times Fiber Canada Limited	Canada	Times Fiber
Times Fiber Communications, Inc.	Delaware, U.S.A.	Times Fiber
Times Microwave Systems, Inc.	Delaware, U.S.A.	Times Microwave Systems
Times Wire and Cable Company	Delaware, U.S.A.	Amphenol
U-Jin Cable Industrial Co., Ltd.	Korea	U-JIN

(1) Each Subsidiary also does business under the corresponding corporate name listed in column 1.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-162722 on Form S-3 and Registration Statement Nos. 333-163015, 333-163017 and 333-86618 on Form S-8, of our report dated February 24, 2012, relating to the consolidated financial statements and financial statement schedule of Amphenol Corporation and subsidiaries (“Amphenol”), and the effectiveness of Amphenol’ s internal control over financial reporting, appearing in this Annual Report on Form 10-K of Amphenol for the year ended December 31, 2011.

/s/ DELOITTE & TOUCHE LLP

Hartford, Connecticut
February 24, 2012

Exhibit 31.1

Amphenol Corporation
Certification pursuant to
Section 302 of
the Sarbanes-Oxley Act of 2002
Certification

I, R. Adam Norwitt, as the principal executive officer of the registrant, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2011 of Amphenol Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report,

4. The registrant' s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and

5. The registrant' s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of the registrant' s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’ s internal control over financial reporting.

Date: February 24, 2012

/s/ R. Adam Norwitt

R. Adam Norwitt
President and Chief Executive Officer

Exhibit 31.2

Amphenol Corporation
Certification pursuant to
Section 302 of
the Sarbanes-Oxley Act of 2002
Certification

I, Diana G. Reardon, as the principal financial officer of the registrant, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2011 of Amphenol Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report,

4. The registrant' s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and

5. The registrant' s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of the registrant' s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant' s internal control over financial reporting.

Date: February 24, 2012

/s/ Diana G. Reardon

Diana G. Reardon
Executive Vice President and Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Amphenol Corporation (the "Company") on Form 10-K for the year ended December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, R. Adam Norwitt, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2012

/s/ R. Adam Norwitt
R. Adam Norwitt
President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Amphenol Corporation and will be retained by Amphenol Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Amphenol Corporation (the "Company") on Form 10-K for the year ended December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Diana G. Reardon, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2012

/s/ Diana G. Reardon
Diana G. Reardon
Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Amphenol Corporation and will be retained by Amphenol Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Selected Quarterly Financial Data (Unaudited) (Tables)

12 Months Ended Dec. 31, 2011

Selected Quarterly Financial Data (Unaudited)

Schedule of selected Quarterly Financial Data (Unaudited)

	Three Months Ended			
	March 31	June 30	September 30	December 31
2011				
Net sales	$ 940,585	$1,017,738	$ 1,032,754	$ 948,709
Gross profit	304,124	321,222	323,477	294,837
Operating income	186,085	214,874	186,059	164,660
Net income attributable to Amphenol Corporation	127,958	147,751(1)	134,623(2)	113,859(3)
Net income per share—Basic	0.73	0.86(1)	0.80(2)	0.69(3)
Net income per share—Diluted	0.72	0.85(1)	0.79(2)	0.69(3)
2010				
Net sales	$ 770,954	$ 884,798	$ 948,463	$ 949,886
Gross profit	249,192	289,299	309,717	310,020
Operating income	145,044	175,625	189,134	190,554
Net income attributable to Amphenol Corporation	98,353(4)	129,671(5)	137,268(6)	131,113
Net income per share—Basic	0.57(4)	0.75(5)	0.79(6)	0.75
Net income per share—Diluted	0.56(4)	0.74(5)	0.78(6)	0.74

(1) Includes a contingent payment adjustment of approximately $17,800, less a tax expense of $6,600, or $0.06 per share after taxes. Net income per diluted common share for the quarter ended June 30, 2011, excluding the effect of this item, is $0.79.

(2) Includes a charge for expenses incurred in connection with a flood at the Company's Sidney, NY facility of $12,800, less tax benefit of $4,700, or $0.05 per share after taxes, as well as a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of $4,500, or $0.03 per share. Net income per diluted common share for the quarter ended September 30, 2011, excluding the effects of these items, is $0.81.

(3) Includes a charge for expenses incurred in connection with a flood at the Company's Sidney, NY facility of $8,600, less tax benefit of $3,200, or $0.03 per share after taxes, as well as acquisition related charges of $2,000, less a tax benefit of $200, or $0.01 per share after taxes. Net income per diluted common share for the quarter ended December 31, 2011, excluding the effects of these items, is $0.73.

(4) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $1,900, or $0.01 per share. Net income per diluted common share for the quarter ended March 31, 2010, excluding the effects of this item, is $0.55.

(5) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $10,300, or $0.06 per share. Net income per diluted common share for the quarter ended June 30, 2010, excluding the effect of this item, is $0.68.

(6) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $8,500, or $0.05 per share. Net income per diluted common share for the quarter ended September 30, 2010, excluding the effect of this item, is $0.73.

Benefit Plans and Other Postretirement Benefits (Details 3) (U.S. plans, Pension Benefits)	Dec. 31, 2011	Dec. 31, 2010
Equity securities		
Defined Benefit Plan Disclosure		
Plan asset allocations, assumptions (as a percent)	60.00%	
Expected long-term return on assets, assumptions (as a percent)	9.00%	
Plan asset allocations, actual (as a percent)	62.00%	59.00%
Fixed income securities		
Defined Benefit Plan Disclosure		
Plan asset allocations, assumptions (as a percent)	40.00%	
Expected long-term return on assets, assumptions (as a percent)	7.00%	
Plan asset allocations, actual (as a percent)	37.00%	36.00%
Cash and cash equivalents		
Defined Benefit Plan Disclosure		
Plan asset allocations, actual (as a percent)	1.00%	5.00%

Equity (Details) (USD $) In Thousands, except Share data, unless otherwise specified	12 Months Ended			
	Dec. 31, 2011 Y	Dec. 31, 2010 Y	Dec. 31, 2009 Y	Dec. 31, 2008 Y
Stock option activity				
Options outstanding at the beginning of the period (in shares)	12,706,324	12,704,303	11,229,837	
Options granted (in shares)	2,551,350	2,602,500	3,736,500	
Options exercised (in shares)	(1,037,674)	(2,331,429)	(2,029,874)	
Options forfeited (in shares)	(203,100)	(269,050)	(232,160)	
Options outstanding at the end of the period (in shares)	14,016,900	12,706,324	12,704,303	
Vested and non-vested expected to vest at the end of the period (in shares)	13,066,583			
Exercisable at the end of the period (in shares)	6,380,324			
Weighted Average Exercise Price				
Weighted average exercise price, options outstanding at the beginning of the period (in dollars per share)	$ 33.93	$ 29.58	$ 25.82	
Weighted average exercise price, options granted (in dollars per share)	$ 53.45	$ 43.00	$ 32.01	
Weighted average exercise price, options exercised (in dollars per share)	$ 25.14	$ 19.99	$ 12.55	
Weighted average exercise price, options forfeited (in dollars per share)	$ 39.75	$ 37.18	$ 35.89	
Weighted average exercise price, options outstanding at the end of the period (in dollars per share)	$ 38.00	$ 33.93	$ 29.58	
Weighted average exercise price, vested and non-vested expected to vest (in dollars per share)	$ 37.57			
Weighted average exercise price, exercisable (in dollars per share)	$ 31.48			
Weighted Average Remaining Contractual Term				
Weighted average remaining contractual term of options outstanding (in years)	6.89	7.18	7.16	6.69
Weighted average remaining contractual term of options vested and non-vested expected to vest (in years)	6.79			
Weighted average remaining contractual term of options exercisable (in years)	5.41			
Aggregate Intrinsic Value				
Aggregate intrinsic value of options outstanding (in dollars)	$ 125,067			
Aggregate intrinsic value of options, vested and non-vested expected to vest (in dollars)	120,850			
Aggregate intrinsic value of options exercisable (in dollars)	89,316			
Status of the Company's non-vested options and changes during the year				
Non-vested options at the beginning of the period (in shares)	7,623,976			
Non-vested options, options granted (in shares)	2,551,350			
Non-vested options, options vested (in shares)	(2,335,650)			

Non-vested options, options forfeited (in shares)	(203,100)		
Non-vested options at the end of the period (in shares)	7,636,576	7,623,976	
Weighted Average Fair Value at Grant Date			
Weighted average fair value at the grant date, options outstanding at the beginning of the period (in dollars per share)	$ 12.78		
Weighted average fair value at grant date, options granted (in dollars per share)	$ 14.19	$ 14.69	$ 11.12
Weighted average fair value at grant date, options vested (in dollars per share)	$ 12.23		
Weighted average fair value at grant date, options forfeited (in dollars per share)	$ 13.00		
Weighted average fair value at the grant date, options outstanding at the end of the period (in dollars per share)	$ 13.41	$ 12.78	
Total intrinsic value of stock options exercised (in dollars)	29,697	67,841	56,900
Total fair value of stock options vested (in dollars)	28,563	23,714	17,360
Total compensation cost related to non-vested options not yet recognized (in dollars)	$ 74,434		
Weighted average expected amortization period (in years)	3.26		
2009 Option Plan			
Share-based Compensation Arrangement by Share-based Payment Award			
Shares available for the granting of additional stock options (in shares)	7,684,550,000		
2000 Option Plan and 2009 Option Plan			
Share-based Compensation Arrangement by Share-based Payment Award			
Options ratable vesting period (in years)	5 years		
Options exercisable period (in years)	10 years		
Directors Option Plan			
Share-based Compensation Arrangement by Share-based Payment Award			
Shares available for the granting of additional stock options (in shares)	80,000		
Options ratable vesting period (in years)	3 years		
Options exercisable period (in years)	10 years		

Benefit Plans and Other Postretirement Benefits (Details 4) (Pension Benefits, USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	$ 295,054	$ 296,530	$ 268,177
Equity securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	180,479	176,429	
U.S. companies/securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	103,229	84,675	
International companies/securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	77,250	91,754	
Fixed income securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	111,490	106,696	
U.S. securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	72,888	75,165	
International securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	38,602	31,531	
Cash and cash equivalents			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	3,085	13,405	
Quoted prices for identical instruments in active markets (Level 1)			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	178,463	198,202	
Quoted prices for identical instruments in active markets (Level 1) | Equity securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	120,980	128,090	
Quoted prices for identical instruments in active markets (Level 1) | U.S. companies/securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	80,651	77,107	
Quoted prices for identical instruments in active markets (Level 1) | International companies/securities			
Defined Benefit Plan Disclosure			
Fair value of pension plan assets	40,329	50,983	

Quoted prices for identical instruments in active markets (Level 1) | Fixed income securities		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	54,398	56,707
Quoted prices for identical instruments in active markets (Level 1) | U.S. securities		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	54,398	56,707
Quoted prices for identical instruments in active markets (Level 1) | Cash and cash equivalents		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	3,085	13,405
Fair value Level 2		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	116,591	98,328
Fair value Level 2 | Equity securities		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	59,499	48,339
Fair value Level 2 | U.S. companies/securities		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	22,578	7,568
Fair value Level 2 | International companies/securities		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	36,921	40,771
Fair value Level 2 | Fixed income securities		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	57,092	49,989
Fair value Level 2 | U.S. securities		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	18,490	18,458
Fair value Level 2 | International securities		
Defined Benefit Plan Disclosure		
Fair value of pension plan assets	$ 38,602	$ 31,531

Income Taxes (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Income before income taxes:			
United States	$ 176,739	$ 225,334	$ 98,170
Foreign	540,013	438,354	348,357
Income before income taxes	716,752	663,688	446,527
Current tax provision:			
United States	44,769	77,590	38,621
Foreign	128,608	79,607	89,969
Provision for income taxes, current	173,377	157,197	128,590
Deferred tax provision (benefit):			
United States	17,733	3,020	(2,295)
Foreign	(3,200)	1,058	(6,984)
Provision for income taxes, deferred	14,533	4,078	(9,279)
Provision for income taxes	187,910	161,275	119,311
Foreign tax loss and credit carryforwards	56,138		
State tax credit carry forwards, net of federal benefit	3,547		
Foreign tax losses and credit carry forwards that expire or will be refunded at various dates through 2025	34,774		
State tax credit carry forwards, net of federal benefits that expire or will be refunded at various dates through 2025	270		
Valuation allowance, related to the foreign net operating loss carryforwards and U.S. state tax credits	19,129	20,091	
Change in the valuation allowance, related to foreign net operating loss and foreign and U.S. state credit carryforwards	$ (962)	$ 6,275	

Earnings Per Share (Tables)

12 Months Ended Dec. 31, 2011

Earnings Per Share

Schedule of the reconciliation of basic average common shares outstanding to diluted average common shares outstanding

	2011	2010	2009
Net income attributable to Amphenol Corporation shareholders	$ 524,191	$ 496,405	$ 317,834
Basic average common shares outstanding	169,640,115	173,785,650	171,607,643
Effect of dilutive stock options	2,185,473	2,540,343	2,334,109
Dilutive average common shares outstanding	171,825,588	176,325,993	173,941,752
Earnings per share:			
Basic	$ 3.09	$ 2.86	$ 1.85
Diluted	$ 3.05	$ 2.82	$ 1.83

Leases (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Leases			
Rent expense under operating leases	$ 31,035	$ 31,948	$ 27,376
Minimum lease payments under non-cancelable operating leases			
2012	27,315		
2013	19,797		
2014	12,375		
2015	8,919		
2016	4,563		
Beyond 2016	1,472		
Total minimum obligation	$ 74,441		

Schedule II Valuation and Qualifying Accounts	12 Months Ended Dec. 31, 2011

Schedule II Valuation and Qualifying Accounts

Schedule II Valuation and Qualifying Accounts

SCHEDULE II
AMPHENOL CORPORATION AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
For the years ended December 31, 2011, 2010 and 2009
(Dollars in thousands)

	Balance at beginning of period	Charged to cost and expenses	Additions (Deductions)	Balance at end of period
Receivable Reserves:				
Year ended 2011	$ 14,946	$ (347)	$ (3,486)	$ 11,113
Year ended 2010	18,785	498	(4,337)	14,946
Year ended 2009	14,982	4,392	(589)	18,785

Equity (Details 3) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Increase (Decrease) In Accumulated Other Comprehensive Income (Loss)			
Accumulated other comprehensive loss, net of tax, at the end of the period	$ (120,057)	$ (84,757)	
Accumulated Other Comprehensive Income (Loss)			
Increase (Decrease) In Accumulated Other Comprehensive Income (Loss)			
Accumulated other comprehensive loss, net of tax, at the beginning of the period	(84,757)	(100,090)	(140,591)
Translation adjustments	(10,154)	17,465	23,793
Revaluation of derivatives	(287)	2,363	13,354
Revaluation of derivatives, tax	173	1,486	7,843
Defined benefit plan liability adjustment, net of tax	(24,859)	(4,495)	3,354
Defined benefit plan liability adjustment, tax	12,959	2,639	1,970
Accumulated other comprehensive loss, net of tax, at the end of the period	(120,057)	(84,757)	(100,090)
Foreign Currency Translation Adjustment			
Increase (Decrease) In Accumulated Other Comprehensive Income (Loss)			
Accumulated other comprehensive loss, net of tax, at the beginning of the period	41,606	24,141	348
Translation adjustments	(10,154)	17,465	23,793
Accumulated other comprehensive loss, net of tax, at the end of the period	31,452	41,606	24,141
Revaluation of Derivatives			
Increase (Decrease) In Accumulated Other Comprehensive Income (Loss)			
Accumulated other comprehensive loss, net of tax, at the beginning of the period		(2,363)	(15,717)
Revaluation of derivatives	(287)	2,363	13,354
Accumulated other comprehensive loss, net of tax, at the end of the period	(287)		(2,363)
Defined Benefit Plan Liability Adjustment			
Increase (Decrease) In Accumulated Other Comprehensive Income (Loss)			
Accumulated other comprehensive loss, net of tax, at the beginning of the period	(126,363)	(121,868)	(125,222)
Defined benefit plan liability adjustment, net of tax	(24,859)	(4,495)	3,354
Accumulated other comprehensive loss, net of tax, at the end of the period	$ (151,222)	$ (126,363)	$ (121,868)

Long-Term Debt (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		12 Months Ended		12 Months Ended			12 Months Ended			12 Months Ended				
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2011 4.00% Senior Notes	Jan. 31, 2012 4.00% Senior Notes	Dec. 31, 2011 Senior Notes	Dec. 31, 2010 Senior Notes	Nov. 30, 2009 Senior Notes	Dec. 31, 2011 Revolving Credit Facility	Jun. 30, 2011 Revolving Credit Facility	Dec. 31, 2010 Revolving Credit Facility	Dec. 31, 2011 Receivables Securitization Facility	Dec. 31, 2010 Receivables Securitization Facility	Dec. 31, 2009 Receivables Securitization Facility	Dec. 31, 2011 Notes payable to foreign banks and other debt	Dec. 31, 2010 Notes payable to foreign banks and other debt
Long-Term Debt and Capital Lease Obligations															
Long-term debt including current portion	$ 1,377,129	$ 799,992			$ 599,365	$ 599,140		$ 692,400		$ 103,600	$ 81,700	$ 92,000		$ 3,664	$ 5,252
Less current portion	298	352													
Total long-term debt	1,376,831	799,640													
Average Interest Rate (as a percent)					4.75%			1.55%			2.14%			6.23%	
Unamortized discount					635	860									
Debt instrument, principal amount				500,000			600,000								
Stated interest rate (as a percent)				4.00%	4.75%		4.75%								
Debt instrument, face amount, net of discount (as a percent)				99.746%			99.813%								
Redemption price as a percentage of principal amount			100.00%												
Debt instrument, fair value					643,000										
Term of debt (in years)	5 years														
Commitment under the Revolving Credit Facility									1,000,000						
Borrowings under the Revolving Credit Facility								692,400							
Availability under the Revolving Credit Facility								307,600							
Interest rate on borrowings under the Revolving Credit Facility, variable rate								LIBOR							
Fees and expenses incurred								2,100							
Maximum amount of undivided interest, which may be sold by the subsidiary in a designated pool of qualified accounts receivable											100,000				
Fees payable under credit facility											1,600	1,500	1,500		
Maturity of the Company's long-term debt over each of the next five years															
2012	298														
2013	81,970														
2014	600,165														
2015	93														
2016	694,603														
Long-term debt including current portion	1,377,129	799,992			599,365	599,140		692,400		103,600	81,700	92,000		3,664	5,252
Unused letters of credit	$ 24,900														

Reportable Business Segments and International Operations (Tables)	12 Months Ended Dec. 31, 2011

Reportable Business Segments and International Operations

Schedule of segment reporting information by segment

	Interconnect Products and Assemblies			Cable Products			Total		
	2011	2010	2009	2011	2010	2009	2011	2010	2009
Net sales									
—external	$ 3,666,042	$ 3,293,119	$ 2,566,578	$273,744	$260,982	$253,487	$ 3,939,786	$ 3,554,101	$ 2,820,065
—intersegment	5,645	3,002	3,158	23,118	19,722	12,041	28,763	22,724	15,199
Depreciation and amortization	107,021	93,641	88,027	3,177	3,493	3,714	110,198	97,134	91,741
Segment operating income	787,323	725,946	505,772	34,813	35,472	38,751	822,136	761,418	544,523
Segment assets	2,333,249	2,253,638	1,623,556	104,163	83,961	77,319	2,437.412	2,337,599	1,700,875
Additions to property, plant and equipment	97,459	106,267	61,001	2,570	3,165	1,851	100,029	109,432	62,852

Schedule of the reconciliation of segment operating income to consolidated income before income taxes

	2011	2010	2009
Segment operating income	$ 822,136	$ 761,418	$ 544,523
Interest expense	(43,029)	(40,741)	(36,586)
Interest income	10,245	5,046	2,154
Early extinguishment of interest rate swaps	—	—	(4,575)
Stock-based compensation expense	(28,679)	(25,385)	(20,240)
Casualty loss related to flood	(21,479)	—	—
Change in contingent acquisition related obligation	17,813	—	—
Acquisition-related expenses	(2,000)	—	—
Other costs, net	(38,255)	(36,650)	(38,749)
Consolidated income before income taxes	$ 716,752	$ 663,688	$ 446,527

Schedule of the reconciliation of segment assets to consolidated total assets

:

	2011	2010
Segment assets excluding goodwill	$2,437,412	$2,337,599
Goodwill	1,746,113	1,533,299
Other assets	261,700	144,959
Consolidated total assets	$4,445,225	$4,015,857

Schedule of revenues and long-lived assets by geographical area

	Net sales			Land and depreciable assets, net	
	2011	2010	2009	2011	2010
United States	$1,268,936	$1,258,167	$1,001,742	$ 110,042	$ 116,591
China	980,239	851,626	611,877	131,001	131,805
Other international locations	1,690,611	1,444,308	1,206,446	139,458	118,600

Total	$3,939,786	$3,554,101	$2,820,065	$ 380,501	$ 366,966

Benefit Plans and Other Postretirement Benefits (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011 Plan	Dec. 31, 2010	Dec. 31, 2009
Change in plan assets:			
Employer contributions	$ 22,800	$ 17,300	
Pension Benefits			
Defined Benefit Plan Disclosure			
Number of U.S. defined benefit pension plans	2		
Change in projected benefit obligation:			
Projected benefit obligation at beginning of year	457,321	429,800	
Service cost	7,832	7,542	
Interest cost	22,684	23,100	23,276
Plan participants' contributions		26	
Plan amendments		5,452	
Actuarial (gain) loss	27,642	17,675	
Foreign exchange translation	(2,450)	(3,947)	
Benefits paid	(24,420)	(22,327)	
Projected benefit obligation at end of year	488,609	457,321	429,800
Change in plan assets:			
Fair value of plan assets at the beginning of the year	296,530	268,177	
Actual return on plan assets	(2,001)	29,878	
Employer contributions	22,844	17,267	
Plan participants' contributions		26	
Foreign exchange translation	(2,131)	636	
Benefits paid	(20,188)	(19,454)	
Fair value of plan assets at the end of the year	295,054	296,530	268,177
Funded status	(193,555)	(160,791)	
Accumulated benefit obligation	469,547	435,618	
Components of net periodic benefit cost:			
Service cost	7,073	5,907	7,043
Interest cost	22,684	23,100	23,276
Expected return on plan assets	(25,226)	(28,016)	(25,026)
Net amortization of actuarial losses	14,528	17,051	11,238
Net pension expense	19,059	18,042	16,531
International Plans			
Change in projected benefit obligation:			
Projected benefit obligation at end of year	48,000	51,000	
Contribution required to be made during 2012, included in other accrued expenses	3,200		
Other Postretirement Benefits			
Change in projected benefit obligation:			
Projected benefit obligation at beginning of year	19,095	14,832	

Service cost	198	165	
Interest cost	843	786	836
Actuarial (gain) loss	(2,299)	5,315	
Benefits paid	(1,139)	(2,003)	
Projected benefit obligation at end of year	16,698	19,095	14,832
Components of net periodic benefit cost:			
Service cost	198	165	160
Interest cost	843	786	836
Amortization of transition obligation	62	62	62
Net amortization of actuarial losses	1,291	882	773
Net pension expense	$ 2,394	$ 1,895	$ 1,831

Commitments and Contingencies (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011 Site
Commitments and Contingencies	
Number of environmental cleanup sites for which the company and Honeywell jointly consented	2
Number of environmental cleanup sites for which Honeywell reimburses costs incurred	3
Commitments to purchase certain goods and services in 2012	$ 167,295
Commitments to purchase certain goods and services in 2013	$ 1,696

Reportable Business Segments and International Operations (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended								12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011 Segment	Dec. 31, 2010	Dec. 31, 2009
Reportable Business Segments and International Operations											
Number of reportable business segments									2		
Segment reporting information											
Net sales - external	$ 948,709	$ 1,032,754	$ 1,017,738	$ 940,585	$ 949,886	$ 948,463	$ 884,798	$ 770,954	$ 3,939,786	$ 3,554,101	$ 2,820,065
Depreciation and amortization									119,439	102,846	98,524
Segment operating income									716,752	663,688	446,527
Segment assets	4,445,225				4,015,857				4,445,225	4,015,857	4,015,857
Total											
Segment reporting information											
Net sales - external									3,939,786	3,554,101	2,820,065
Net sales - intersegment									28,763	22,724	15,199
Depreciation and amortization									110,198	97,134	91,741
Segment operating income									822,136	761,418	544,523
Segment assets	2,437,412				2,337,599				2,437,412	2,337,599	1,700,875
Additions to property, plant and equipment									100,029	109,432	62,852
Interconnect Products and Assemblies											
Segment reporting information											
Net sales - external									3,666,042	3,293,119	2,566,578
Net sales - intersegment									5,645	3,002	3,158
Depreciation and amortization									107,021	93,641	88,027
Segment operating income									787,323	725,946	505,772
Segment assets	2,333,249				2,253,638				2,333,249	2,253,638	1,623,556
Additions to property, plant and equipment									97,459	106,267	61,001
Cable Products											
Segment reporting information											
Net sales - external									273,744	260,982	253,487
Net sales - intersegment									23,118	19,722	12,041
Depreciation and amortization									3,177	3,493	3,714
Segment operating income									34,813	35,472	38,751
Segment assets	104,163				83,961				104,163	83,961	77,319
Additions to property, plant and equipment									$ 2,570	$ 3,165	$ 1,851

Income Taxes (Details 2) (USD $) In Thousands, unless otherwise specified	3 Months Ended				12 Months Ended		
	Sep. 30, 2011	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011 Jurisdiction	Dec. 31, 2010	Dec. 31, 2009
Differences between the U.S. statutory federal tax rate and the Company's effective income tax rate							
U.S. statutory federal tax rate (as a percent)					35.00%	35.00%	35.00%
State and local taxes (as a percent)					0.40%	0.80%	0.90%
Foreign earnings and dividends taxed at different rates (as a percent)					(8.20%)	(11.50%)	(9.60%)
Valuation allowance (as a percent)					(0.20%)	(1.00%)	1.00%
Other (as a percent)					(0.80%)	1.00%	(0.60%)
Effective tax rate (as a percent)					26.20%	24.30%	26.70%
Reduction in tax expense primarily to reserve adjustments from the favorable settlement of certain tax positions	$ 4,500	$ 8,500	$ 10,300	$ 1,900	$ 4,493	$ 20,700	
Reductions in tax expense for tax reserve adjustments relating to the completion of the audit							3,600
Effective tax rate before tax reserve adjustments (as a percent)					26.80%	27.40%	27.50%
Deferred tax assets relating to:							
Accrued liabilities and reserves					16,363	15,192	
Operating loss and tax credit carry forwards					18,270	18,604	
Pensions, net					48,105	38,184	
Inventory reserves					17,173	17,426	
Employee benefits					29,760	22,942	
Deferred tax assets, excluding the valuation allowance					129,671	112,348	
Deferred tax liabilities relating to:							
Goodwill					74,013	59,922	
Depreciation					7,086	(2,637)	
Contingent consideration					6,591		
Deferred Tax Liabilities					87,690	57,285	
Liability for unrecognized tax benefits, including penalties and interest, which if recognized would impact the effective tax rate					21,886	23,271	
Reconciliation of the gross amounts of unrecognized tax benefits excluding interest and penalties							
Unrecognized tax benefits at the beginning of the period				35,528	22,560	35,528	31,272
Gross increases and gross decreases for tax positions in prior periods					(64)	2,036	4,576
Gross increases - current period tax position					2,278	2,968	6,027
Settlements					(451)	(11,880)	
Lapse of statute of limitations					(4,108)	(6,092)	(6,347)

Unrecognized tax benefits at the end of the period	20,215	22,560	35,528
Estimated interest and penalties included in provision for income taxes	566		
Tax-related interest and penalties liability for unrecognized tax benefits	3,131		
Minimum number of tax jurisdictions	60		
Unrecognized tax benefits, anticipated adjustment for changing facts and circumstances, over the next twelve month period	$ 3,751		

Long-Term Debt	12 Months Ended Dec. 31, 2011

Long-Term Debt

Long-Term Debt

Note 2—Long-Term Debt

Long-term debt consists of the following:

	Average Interest Rate at December 31, 2011	Maturity	December 31, 2011	December 31, 2010
4.75% Senior Notes due November 2014 (less unamortized discount of $635 and $860 at December 31, 2011 and December 31, 2010, respectively)	4.75%	2014	$ 599,365	$ 599,140
Revolving Credit Facility	1.55%	2016	692,400	103,600
Receivables Securitization Facility	2.14%	2013	81,700	92,000
Notes payable to foreign banks and other debt	6.23%	2012-2018	3,664	5,252
			1,377,129	799,992
Less current portion			298	352
Total long-term debt			$1,376,831	$ 799,640

Senior Notes

In November 2009, the Company issued $600,000 principal amount of unsecured 4.75% Senior Notes due November 2014 (the "4.75% Senior Notes") at 99.813% of their face value. Net proceeds from the sale of the 4.75% Senior Notes were used to repay borrowings under the Company's Revolving Credit Facility. Interest on the 4.75% Senior Notes is payable semi-annually on May 15 and November 15 of each year to the holders of record as of the immediately preceding May 1 and November 1. The Company may, at its option, redeem some or all of the 4.75% Senior Notes at any time by paying a make-whole premium, plus accrued and unpaid interest, if any, to the date of repurchase. The 4.75% Senior Notes are unsecured and rank equally in right of payment with the Company's other unsecured senior indebtedness. The fair value of the 4.75% Senior Notes at December 31, 2011 was approximately $643,000 based on recent bid prices.

In January 2012, the Company issued $500,000 principal amount of unsecured 4.00% Senior Notes due February 2022 (the "4.00% Senior Notes") at 99.746% of their face value. Net proceeds from the sale of the 4.00% Senior Notes were used to repay borrowings under the Company's Revolving Credit Facility. Interest on the 4.00% Senior Notes is payable semi-annually on February 1 and August 1 of each year, beginning August 1, 2012, to the holders of record as of the immediately preceding January 15 and July 15. The Company may, at its option, redeem some or all of the 4.00% Senior Notes at any time by paying 100% of the principal amount, plus accrued and unpaid interest, if any, to the date of repurchase, plus a make-whole premium (if redeemed prior to November 1, 2021). The 4.00% Senior Notes are unsecured and rank equally in right of payment with the Company's other unsecured senior indebtedness.

Revolving Credit Facility

In June 2011, the Company amended its $1,000,000 unsecured credit facility (the "Revolving Credit Facility") to reduce borrowing costs and to extend the maturity date from August 2014 to July 2016. At December 31, 2011, borrowings and availability under the Revolving Credit Facility were $692,400 and $307,600, respectively. As of December 31, 2011, the interest rate on borrowings under the Revolving Credit Facility was at a spread over LIBOR. The Revolving Credit Facility requires payment of certain annual agency and commitment fees and requires that the Company satisfy certain financial covenants. At December 31, 2011, the Company was in compliance with the financial covenants under the Revolving Credit Facility. The Company paid fees and expenses of approximately $2,100 related to the amendment, which were deferred and are being amortized as interest expense through the amended maturity date of the Revolving Credit Facility.

Receivables Securitization Facility

A subsidiary of the Company has entered into a Receivables Securitization Facility with a financial institution whereby the subsidiary can sell an undivided interest of up to $100,000 in a designated pool of qualified accounts receivable (the "Receivables Securitization Facility"). The Company services, administers and collects the receivables on behalf of the purchaser. The Receivables Securitization Facility includes certain covenants and provides for various events of termination. In accordance with previous accounting guidance, the receivables sold under the Receivables Securitization Facility were accounted for off-balance sheet as sales of receivables. The Company adopted FASB ASU No. 2009-16, *Accounting for Transfers of Financial Assets* ("ASU 2009-16") on January 1, 2010. As a result, the Company no longer accounts for the value of the outstanding undivided interest held by investors under the Receivables Securitization Facility as a sale. In addition, transfers of receivables occurring on or after January 1, 2010 are reflected as debt issued in the Company's Consolidated Statements of Cash Flow, and the value of the outstanding undivided interest held by investors at December 31, 2010 and 2011 is accounted for as a secured borrowing and is included in the Company's Consolidated Balance Sheets as long-term debt. At December 31, 2011, borrowings under the Receivables Securitization Facility were $81,700. Additionally, in accordance with ASU 2009-16, fees incurred in connection with the Receivables Securitization Facility are included in interest expense. Such fees were approximately $1,600, $1,500, and $1,500 for 2011, 2010 and 2009, respectively. In January 2012, the Company amended the Receivable Securitization Facility to reduce certain fees and amend the expiration date to January 2013.

The carrying value of borrowings under the Company's Revolving Credit Facility and Receivables Securitization Facility approximated their fair value at December 31, 2011.

The maturity of the Company's debt over each of the next five years ending December 31 and thereafter, is as follows:

2012	$ 298
2013	81,970
2014	600,165
2015	93
2016	694,603
Thereafter	—
	$ 1,377,129

The Company had $24,900 of issued and unused letters of credit at December 31, 2011.

Reportable Business Segments and International Operations (Details 2) (USD $) In Thousands, unless otherwise specified	3 Months Ended			12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Reconciliation of segment operating income to consolidated income before income taxes						
Segment operating income				$ 716,752	$ 663,688	$ 446,527
Interest expense				(43,029)	(40,741)	(36,586)
Early extinguishment of interest rate swaps						4,575
Stock-based compensation expense				(28,679)	(25,385)	(20,240)
Casualty loss related to flood	8,600	12,800		21,479		
Change in contingent acquisition-related obligations			17,800	17,813		
Acquisition-related expenses	(2,000)			(2,000)		
Total						
Reconciliation of segment operating income to consolidated income before income taxes						
Segment operating income				822,136	761,418	544,523
Unallocated amount to segment						
Reconciliation of segment operating income to consolidated income before income taxes						
Interest expense				(43,029)	(40,741)	(36,586)
Interest Income				10,245	5,046	2,154
Early extinguishment of interest rate swaps						(4,575)
Stock-based compensation expense				(28,679)	(25,385)	(20,240)
Casualty loss related to flood				(21,479)		
Change in contingent acquisition-related obligations				17,813		
Acquisition-related expenses				(2,000)		
Other costs, net				$ (38,255)	$ (36,650)	$ (38,749)

Contingent Consideration (Details) (USD $) In Thousands, unless otherwise specified	1 Months Ended Apr. 30, 2011	3 Months Ended Jun. 30, 2011	12 Months Ended Dec. 31, 2011
Contingent Consideration			
Contingent consideration payment	$ 40,000		
Maximum aggregate undiscounted amount of contingent consideration			19,000
Remaining contingent consideration liability adjusted through operating income		17,800	17,813
Changes in net income due to adjustment of remaining contingent consideration liability			17,800
Changes in net income due to adjustment of remaining contingent consideration liability, after tax			$ 11,200

Fair Value Measurements (Tables)	12 Months Ended Dec. 31, 2011

Fair Value Measurements

Fair values of financial and non-financial assets and liabilities

	Fair Value Measurements at December 31, 2011			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	$133,848	$ 133,848	$ —	$ —
Forward contracts	5,105	—	5,105	—
Total	**$138,953**	**$ 133,848**	**$ 5,105**	**$ —**

	Fair Value Measurements at December 31, 2010			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	$ 98,341	$ 98,341	$ —	$ —
Contingent consideration payments	56,668	—	—	56,668
Total	**$155,009**	**$ 98,341**	**$ —**	**$ 56,668**

Schedule of changes in fair value of Level 3 items

Balance at December 31, 2010	$ 56,668
Accretion of discount on contingent consideration liabilities	1,145
Payment of contingent acquisition related obligations	(40,000)
Change in contingent acquisition related obligations	(17,813)
Balance at December 31, 2011	$ —

Long-Term Debt (Tables)	12 Months Ended Dec. 31, 2011

Long-Term Debt

Schedule of long-term debt

	Average Interest Rate at December 31, 2011	Maturity	December 31, 2011	December 31, 2010
4.75% Senior Notes due November 2014 (less unamortized discount of $635 and $860 at December 31, 2011 and December 31, 2010, respectively)	4.75%	2014	$ 599,365	$599,140
Revolving Credit Facility	1.55%	2016	692,400	103,600
Receivables Securitization Facility	2.14%	2013	81,700	92,000
Notes payable to foreign banks and other debt	6.23%	2012-2018	3,664	5,252
			1,377,129	799,992
Less current portion			298	352
Total long-term debt			$1,376,831	$799,640

Schedule of maturity of the Company's debt over each of the next five years and thereafter

2012	$ 298
2013	81,970
2014	600,165
2015	93
2016	694,603
Thereafter	—
	$1,377,129

Benefit Plans and Other Postretirement Benefits (Details 5) (USD $) In Thousands, unless otherwise specified	12 Months Ended Dec. 31, 2011	Dec. 31, 2010
Defined Benefit Plan Disclosure		
Plan contributions by employer	$ 22,800	$ 17,300
Expected benefits payments		
Contributions to U.S defined contribution plans by the Company, maximum percentage of eligible compensation (as a percent)	5.00%	
Matching contributions to U.S defined contribution plans by the Company	2,500	2,200
Pension Benefits		
Defined Benefit Plan Disclosure		
Unrecognized net loss in accumulated other comprehensive income	219,022	
Net prior service cost in accumulated other comprehensive income	11,874	
Net transition asset (obligation) in accumulated other comprehensive income	543	
Net loss that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year	17,552	
Prior service cost that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year	2,167	
Net transition asset (obligation) that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year	109	
Plan contributions by employer	22,844	17,267
Estimated future employer contribution in next fiscal year	26,000	
Expected benefits payments		
2012	21,668	
2013	22,435	
2014	23,424	
2015	24,569	
2016	25,738	
2017-2021	144,261	
U.S. plans, Other Benefits		
Defined Benefit Plan Disclosure		
Unrecognized net loss in accumulated other comprehensive income	(9,747)	
Net transition asset (obligation) in accumulated other comprehensive income	62	
Net loss that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year	(974)	
Net transition asset (obligation) that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year	62	
Expected benefits payments		
Benefit payments per year, including amounts to be paid out of Company assets and reflecting future expected services, for the next ten years	$ 1,300	

Fair Value Measurements (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended Jun. 30, 2011	12 Months Ended Dec. 31, 2011	Dec. 31, 2010
Fair value of assets and liabilities measured on recurring basis			
Short-term investments		$ 133,848	$ 98,341
Summary of changes in fair value of the Company's Level 3 contingent consideration payments			
Payment of contingent acquisition related obligations		40,000	
Change in contingent acquisition-related obligations	17,800	17,813	
Fair value measurements recurring basis | Quoted prices for identical instruments in active markets (Level 1)			
Fair value of assets and liabilities measured on recurring basis			
Short-term investments		133,848	98,341
Total		133,848	98,341
Fair value measurements recurring basis | Significant Observable Inputs (Level 2)			
Fair value of assets and liabilities measured on recurring basis			
Forward contracts		5,105	
Total		5,105	
Fair value measurements recurring basis | Significant unobservable inputs (Level 3)			
Fair value of assets and liabilities measured on recurring basis			
Contingent consideration payments			56,668
Total		0	56,668
Summary of changes in fair value of the Company's Level 3 contingent consideration payments			
Balance at the beginning of the period		56,668	
Accretion of discount on contingent consideration liabilities		1,145	
Payment of contingent acquisition related obligations		(40,000)	
Change in contingent acquisition-related obligations		(17,813)	
Fair value measurements recurring basis | Total			
Fair value of assets and liabilities measured on recurring basis			
Short-term investments		133,848	98,341
Forward contracts		5,105	
Contingent consideration payments			56,668
Total		$ 138,953	$ 155,009

Derivative Instruments (Tables)	12 Months Ended Dec. 31, 2011

Derivative Instruments

Schedule of derivative activity related to cash flow hedges

		Fair Value Assets	
	Balance Sheet Location	December 31, 2011	December 31, 2010
Derivatives designated as cash flow hedges:			
Forward contracts	Other current assets	$ 5,105	$ —
Total derivatives designated as cash flow hedging instruments		$ 5,105	$ —

Income Taxes (Tables)	12 Months Ended Dec. 31, 2011

Income Taxes

Schedule of the components of income before income taxes and the provision for income taxes

	Year Ended December 31,		
	2011	2010	2009
Income before income taxes:			
United States	$176,739	$225,334	$ 98,170
Foreign	540,013	438,354	348,357
	$716,752	$663,688	$446,527
Current tax provision:			
United States	$ 44,769	$ 77,590	$ 38,621
Foreign	128,608	79,607	89,969
	$173,377	$157,197	$128,590
Deferred tax provision (benefit):			
United States	$ 17,733	$ 3,020	$ (2,295)
Foreign	(3,200)	1,058	(6,984)
	14,533	4,078	(9,279)
Total provision for income taxes	$187,910	$161,275	$119,311

Schedule of differences between the U.S. statutory federal tax rate and the Company's effective income tax rate

	Year Ended December 31,		
	2011	2010	2009
U.S. statutory federal tax rate	35.0%	35.0%	35.0%
State and local taxes	.4	.8	.9
Foreign earnings and dividends taxed at different rates	(8.2)	(11.5)	(9.6)
Valuation allowance	(.2)	(1.0)	1.0
Other	(.8)	1.0	(.6)
Effective tax rate	26.2%	24.3%	26.7%

Schedule of deferred tax assets and liabilities, excluding the valuation allowance

	December 31,	
	2011	2010
Deferred tax assets relating to:		
Accrued liabilities and reserves	$ 16,363	$ 15,192
Operating loss and tax credit carryforwards	18,270	18,604
Pensions, net	48,105	38,184
Inventory reserves	17,173	17,426
Employee benefits	29,760	22,942
	$129,671	$112,348

Deferred tax liabilities relating to:		
Goodwill	$ 74,013	$ 59,922
Depreciation	7,086	(2,637)
Contingent consideration	6,591	—
	$ 87,690	$ 57,285

Schedule of reconciliation of gross amounts of unrecognized tax benefits excluding interest and penalties

	2011	2010	2009
Unrecognized tax benefits as of January 1	$22,560	$35,528	31,272
Gross increases and gross decreases for tax positions in prior periods	(64)	2,036	4,576
Gross increases - current period tax position	2,278	2,968	6,027
Settlements	(451)	(11,880)	—
Lapse of statute of limitations	(4,108)	(6,092)	(6,347)
Unrecognized tax benefits as of December 31	$20,215	$22,560	35,528

Summary of Significant Accounting Policies	12 Months Ended Dec. 31, 2011

Summary of Significant Accounting Policies

Summary of Significant Accounting Policies

Note 1—Summary of Significant Accounting Policies

Operations

Amphenol Corporation ("Amphenol" or the "Company") operates two business segments which consist of manufacturing and selling interconnect products and assemblies, and manufacturing and selling cable products. The Company sells its products to customer locations worldwide.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions made by management include the fair value of acquired assets and liabilities, stock-based compensation, pension obligations, gains or losses on derivative instruments, accounting for income taxes, inventories, goodwill and other matters that affect the consolidated financial statements and related disclosures. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned and majority owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and liquid investments with an original maturity of less than three months. The carrying amounts approximate fair values of those instruments, the majority of which are in non-U.S. bank accounts.

Accounts Receivable

Accounts receivable is stated at net realizable value. The Company regularly reviews accounts receivable balances and adjusts the receivable reserves as necessary whenever events or circumstances indicate the carrying value may not be recoverable.

Inventories

Inventories are stated at the lower of standard cost, which approximates average cost, or market. The principal components of cost included in inventories are materials, direct labor and manufacturing overhead. The Company regularly reviews inventory quantities on hand and evaluates the realizability of inventories and adjusts the carrying value as necessary based on forecasted product demand.

Depreciable Assets

Property, plant and equipment are carried at cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over the respective asset lives determined on a composite basis by asset group or on a specific item basis using the estimated useful lives of such assets, which range from 3 to 12 years for machinery and equipment and 20 to 40 years for buildings. Leasehold building improvements are depreciated over the shorter of the lease term or estimated useful life. It is the Company's policy to periodically review fixed asset lives. Depreciation expense is included in both cost of sales and selling, general and administrative expense in the Consolidated Statements of Income based on the specific categorization and use of the underlying asset being depreciated. The Company assesses the impairment of property and equipment subject to depreciation, whenever events or changes in circumstances indicate the carrying value may not be recoverable. Factors the Company considers important, which could trigger an impairment review, include significant changes in the manner of our use of the asset, significant changes in historical trends in operating performance, significant changes in projected operating performance, and significant negative economic trends. There have been no significant impairments recorded as a result of such reviews during any of the periods presented.

Goodwill

The Company performs its annual evaluation for the impairment of goodwill for the Company's reporting units as of each June 30. The Company has defined its reporting units as the two reportable business segments "Interconnect Products and Assemblies" and "Cable Products", as the components of these reportable business segments have similar economic characteristics. Goodwill impairment for each reporting unit is evaluated using a two-step approach requiring the Company to determine the fair value of the reporting unit and to compare that to the carrying value of the reporting unit. If the carrying value exceeded the fair value, the goodwill of the reporting unit would be potentially impaired and a second step of testing would be performed to measure the impairment loss. The second step of the goodwill impairment test would require the comparison of the implied fair value of reporting unit goodwill to the carrying amount of that goodwill. If the carrying amount of reporting unit goodwill exceeds its fair value, an impairment loss would be recognized in an amount equal to the excess. The second step of the goodwill impairment test was not required during any of the periods presented in the accompanying Consolidated Financial Statements. As of June 30, 2011, and for each previous year in which the impairment test has been performed, the estimated fair value of the Company's reporting units exceeded their carrying values and therefore no impairment was recognized.

Intangible Assets

Intangible assets are included in other long-term assets and consist primarily of proprietary technology, customer relationships and license agreements and are amortized over the estimated periods of benefit. The Company assesses the impairment of long-lived assets, other than goodwill, including identifiable intangible assets subject to amortization, whenever significant events or significant changes in circumstances indicate the carrying value may not be recoverable. Factors the Company considers important, which could trigger an impairment review, include significant changes in the manner of the use of the asset, changes in historical trends in operating performance, significant changes in projected operating performance, and significant negative economic trends. There have been no impairments recorded during any of the periods presented as a result of such reviews.

Revenue Recognition

The Company's primary source of revenues is from product sales to its customers. Revenue from sales of the Company's products is recognized at the time the goods are delivered and title passes, provided the earning process is complete and revenue is measurable. Delivery is determined by the Company's shipping terms, which are primarily FOB shipping point. Revenue is recorded at the net amount to be received after deductions for estimated discounts, allowances and returns. These estimates and related reserves are determined and adjusted as needed based upon historical experience, contract terms and other related factors.

The shipping costs for the majority of the Company's sales are paid directly by the Company's customers. In the broadband communications market (approximately 7% of consolidated sales in 2011), the Company pays for shipping costs to the majority of its customers. Shipping costs are also paid by the Company for certain customers in the Interconnect Products and Assemblies segment. Amounts billed to customers related to shipping costs are immaterial and are included in net sales. Shipping costs incurred to transport products to the customer which are not reimbursed are included in selling, general and administrative expense.

Retirement Pension Plans

Costs for retirement pension plans include current service costs and amortization of prior service costs over the average working life expectancy. It is the Company's policy to fund current pension costs taking into consideration minimum funding requirements and maximum tax deductible limitations. The expense of retiree medical benefit programs is recognized during the employees' service with the Company as well as amortization of a transition obligation previously recognized. The recognition of expense for retirement pension plans and medical benefit programs is significantly impacted by estimates made by management such as discount rates used to value certain liabilities, expected return on assets and future health care costs. The Company uses third-party specialists to assist management in appropriately measuring the expense associated with pension and other post-retirement plan benefits.

Stock Options

The Company accounts for its option awards based on the fair value of the award at the date of grant and recognizes compensation expense over the service period that the awards are expected to vest. The Company recognizes expense for stock-based compensation with graded vesting on a straight-line basis over the vesting period of the entire award. Stock-based compensation expense includes the estimated effects of forfeitures, and estimates of forfeitures are adjusted over the requisite service period to the extent actual forfeitures differ, or are expected to differ from such estimates. Changes in estimated forfeitures are recognized in the period of change and also impact the amount of expense to be recognized in future periods. The Company's income before income taxes was reduced by $28,679 ($20,720 after tax), $25,385 ($18,070 after tax) and $20,240 ($14,398 after tax) for the years ended December 31, 2011, 2010 and 2009, respectively, related to the expense incurred for stock-based compensation plans, which is included in selling, general and administrative expenses in the accompanying Consolidated Statements of Income.

The fair value of stock options has been estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	2011	2010	2009
Risk free interest rate	1.7%	2.2%	2.2%
Expected life	4.6 years	5.6 years	5.6 years
Expected volatility	28.0%	33.0%	34.0%
Expected dividend yield	0.1%	0.1%	0.2%

Income Taxes

Deferred income taxes are provided for revenue and expenses which are recognized in different periods for income tax and financial statement reporting purposes. At December 31, 2011, the cumulative amount of undistributed earnings of foreign affiliated companies was approximately $2,100,000. Deferred income taxes are not provided on undistributed earnings of foreign affiliated companies which are considered to be permanently invested. It is not practicable to estimate the amount of tax that might be payable if undistributed earnings were to be repatriated as there is a significant amount of uncertainty with respect to the tax impact of the remittance of these earnings due to the fact that dividends received from foreign subsidiaries could bring additional foreign tax credits, which could ultimately reduce the U.S. tax cost of the dividend. These uncertainties are further complicated by the significant number of foreign tax jurisdictions involved. Deferred tax assets are regularly assessed for recoverability based on both historical and anticipated earnings levels and a valuation allowance is recorded when it is more likely than not that these amounts will not be recovered. The tax effects of an uncertain tax position taken or expected to be taken in income tax returns are recognized only if it is "more likely than not" to be sustained on examination by the taxing authorities, based on its technical merits as of the reporting date. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. The Company includes estimated interest and penalties related to unrecognized tax benefits in the provision for income taxes.

Foreign Currency Translation

The financial position and results of operations of the Company's significant foreign subsidiaries are measured using local currency as the functional currency. Assets and liabilities of such subsidiaries have been translated at current exchange rates and related revenues and expenses have been translated at weighted average exchange rates. The aggregate effect of translation adjustments is included as a component of accumulated other comprehensive income (loss) within equity. Transaction gains and losses related to operating assets and liabilities are included in selling, general and administrative expense, and those related to non-operating assets and liabilities are included in other expense, net.

Research and Development

Costs incurred in connection with the development of new products and applications are expensed as incurred. Research and development expenses for the creation of new and improved products and processes were $88,877, $77,570 and $63,978, for the years 2011, 2010 and 2009, respectively.

Environmental Obligations

The Company recognizes the potential cost for environmental remediation activities when site assessments are made, remediation efforts are probable and related amounts can be reasonably estimated; potential insurance reimbursements are not recorded. The Company assesses its environmental liabilities as necessary and appropriate through regular reviews of contractual commitments, site assessments, feasibility studies and formal remedial design and action plans.

Net Income per Common Share

Basic income per common share is based on the net income attributable to Amphenol Corporation for the year divided by the weighted average number of common shares outstanding. Diluted income per common share assumes the exercise of outstanding, dilutive stock options using the treasury stock method.

Derivative Financial Instruments

Derivative financial instruments, which are periodically used by the Company in the management of its interest rate and foreign currency exposures, are accounted for as cash flow hedges. Gains and losses on derivatives designated as cash flow hedges resulting from changes in fair value are recorded in accumulated other comprehensive income (loss), and subsequently reflected in net income in a manner that matches the timing of the actual income or expense of such instruments with the hedged transaction. Any ineffective portion of the change in the fair value of designated hedging instruments is included in the Consolidated Statements of Income.

New Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-08, *Intangibles - Goodwill and Other* ("ASU 2011-08"), which allows an entity the option to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under this amendment, an entity is not required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment of events and circumstances, that it is more likely than not that its fair value is less than its carrying amount. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company will consider this update when performing its annual impairment assessment in the third quarter of 2012.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income* ("ASU 2011-05"). ASU 2011-05 requires companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. ASU 2011-05 is effective for interim and annual periods beginning after December 15, 2011 and is applied retrospectively. The Company has adopted this update and presented the Consolidated Statements of Comprehensive Income immediately following the Consolidated Statements of Income.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"). ASU 2011-04 improves comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements including (1) the application of the highest and best use and valuation premise concepts, (2) measuring the fair value of an instrument classified in a reporting entity's shareholders' equity, and (3) quantitative information required for fair value measurements categorized within Level 3 of the fair value hierarchy. ASU 2011-04 also provides guidance on measuring the fair value of financial instruments managed within a portfolio, and application of premiums and discounts in a fair value measurement. In addition, ASU 2011-04 requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The amendments in this guidance are to be applied prospectively, and are effective for interim and annual periods beginning after December 15, 2011. The Company does not expect that the adoption of this update will have a material effect on its financial statements.

Equity (Tables)	12 Months Ended Dec. 31, 2011

Equity

Schedule of stock option activity

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at December 31, 2008	11,229,837	$ 25.82	6.69	
Options granted	3,736,500	32.01		
Options exercised	(2,029,874)	12.55		
Options forfeited	(232,160)	35.89		
Options outstanding at December 31, 2009	12,704,303	29.58	7.16	
Options granted	2,602,500	43.00		
Options exercised	(2,331,429)	19.99		
Options forfeited	(269,050)	37.18		
Options outstanding at December 31, 2010	12,706,324	33.93	7.18	
Options granted	2,551,350	53.45		
Options exercised	(1,037,674)	25.14		
Options forfeited	(203,100)	39.75		
Options outstanding at December 31, 2011	14,016,900	38.00	6.89	$125,067
Vested and non-vested expected to vest at December 31, 2011	13,066,583	37.57	6.79	$120,850
Exercisable at December 31, 2011	6,380,324	$ 31.48	5.41	$ 89,316

Summary of status of non-vested options and changes during the year

	Options	Weighted Average Fair Value at Grant Date
Non-vested options at December 31, 2010	7,623,976	$ 12.78
Options granted	2,551,350	14.19
Options vested	(2,335,650)	12.23
Options forfeited	(203,100)	13.00
Non-vested options at December 31, 2011	7,636,576	$ 13.41

Summary of activity in the option plans

	2011	2010	2009
Total intrinsic value of stock options exercised	$29,697	$67,841	$56,900
Total fair value of stock options vested	28,563	23,714	17,360

Schedule of after-tax components comprising accumulated other comprehensive loss included in shareholders' equity

	Foreign Currency Translation Adjustment	Revaluation of Derivatives	Defined Benefit Plan Liability Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2009	$ 348	$ (15,717)	$ (125,222)	$ (140,591)
Translation adjustments	23,793	—	—	23,793
Revaluation of interest rate derivatives, net of tax of $7,843	—	13,354	—	13,354
Defined benefit plan liability adjustment, net of tax of $1,970	—	—	3,354	3,354
Balance at December 31, 2009	24,141	(2,363)	(121,868)	(100,090)
Translation adjustments	17,465	—	—	17,465
Revaluation of interest rate derivatives, net of tax of $1,486	—	2,363	—	2,363
Defined benefit plan liability adjustment, net of tax of $2,639	—	—	(4,495)	(4,495)
Balance at December 31, 2010	41,606	—	(126,363)	(84,757)
Translation adjustments	(10,154)	—	—	(10,154)
Revaluation of forward contract derivatives, net of tax of $173	—	(287)	—	(287)
Defined benefit plan liability adjustment, net of tax of $12,959	—	—	(24,859)	(24,859)

Balance at December 31, 2011	$ 31,452	$ (287)	$ (151,222)	$ (120,057)

Summary of Significant Accounting Policies (Details) (USD $)	12 Months Ended		
	Dec. 31, 2011 Y Segment	Dec. 31, 2010 Y	Dec. 31, 2009 Y
Reportable Segments			
Number of reportable segments	2		
Cash and Cash Equivalents			
Maturity period of cash and liquid investments to be considered as a part of cash and cash equivalents (in months)	3 months		
Revenue Recognition			
Percentage of consolidated sales attributable to broadband communication market (as a percent)	7.00%		
Stock Options			
Expense incurred for stock-based compensation plans	$ 28,679,000	$ 25,385,000	$ 20,240,000
Expense incurred for stock-based compensation plans, after tax	20,720,000	18,070,000	14,398,000
Weighted-average assumptions:			
Risk free interest rate (as a percent)	1.70%	2.20%	2.20%
Expected life (in years)	4.6	5.6	5.6
Expected volatility (as a percent)	28.00%	33.00%	34.00%
Expected dividend yield (as a percent)	0.10%	0.10%	0.20%
Income tax			
Undistributed earnings of foreign affiliated companies	2,100,000		
Tax benefits recognized, minimum likelihood of being realized upon ultimate settlement (as a percent)	50.00%		
Research and Development			
Research and development expenses for the creation of new and improved products and processes	$ 88,877,000	$ 77,570,000	$ 63,978,000

Benefit Plans and Other Postretirement Benefits (Details 2) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011 basispoint Y	Dec. 31, 2010	Dec. 31, 2009
U.S. plans, Pension Benefits			
Weighted-average assumptions used to determine benefit obligations			
Discount rate (as a percent)	4.45%	5.20%	
Rate of compensation increase (as a percent)	3.00%	3.00%	
Weighted-average assumptions used to determine net periodic benefit cost			
Discount rate (as a percent)	5.20%	5.75%	6.25%
Expected long-term return on assets (as a percent)	8.25%	8.25%	8.25%
Rate of compensation increase (as a percent)	3.00%	3.00%	3.00%
Increase or decrease in discount rate (in basis points)	0.50		
Increase or decrease in accrued benefit obligation due to change in discount rate	$ 21,000		
Number of years of compounded return	20		
Compounded return (as a percent)	9.00%		
International plans, Pension Benefits			
Weighted-average assumptions used to determine benefit obligations			
Discount rate (as a percent)	4.97%	5.26%	
Rate of compensation increase (as a percent)	2.83%	2.97%	
Weighted-average assumptions used to determine net periodic benefit cost			
Discount rate (as a percent)	5.26%	5.46%	6.20%
Expected long-term return on assets (as a percent)	6.30%	6.63%	6.74%
Rate of compensation increase (as a percent)	2.97%	2.96%	2.43%
U.S. plans, Other Benefits			
Weighted-average assumptions used to determine benefit obligations			
Discount rate (as a percent)	4.25%	4.85%	
Weighted-average assumptions used to determine net periodic benefit cost			
Discount rate (as a percent)	4.85%	5.40%	6.25%

Consolidated Statements of Income (USD $) In Thousands, except Share data, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Net sales	$ 3,939,786	$ 3,554,101	$ 2,820,065
Cost of sales	2,696,126	2,395,873	1,933,511
Gross profit	1,243,660	1,158,228	886,554
Casualty loss related to flood	21,479		
Change in contingent acquisition-related obligations	(17,813)		
Acquisition-related expenses	2,000		
Selling, general and administrative expenses	486,316	457,871	397,641
Operating income	751,678	700,357	488,913
Interest expense	(43,029)	(40,741)	(36,586)
Early extinguishment of interest rate swaps			(4,575)
Other income (expense), net	8,103	4,072	(1,225)
Income before income taxes	716,752	663,688	446,527
Provision for income taxes	(187,910)	(161,275)	(119,311)
Net income	528,842	502,413	327,216
Less: Net income attributable to noncontrolling interests	(4,651)	(6,008)	(9,382)
Net income attributable to Amphenol Corporation	$ 524,191	$ 496,405	$ 317,834
Net income per common share - Basic (in dollars per share)	$ 3.09	$ 2.86	$ 1.85
Weighted average common shares outstanding - Basic (in shares)	169,640,115	173,785,650	171,607,643
Net income per common share - Diluted (in dollars per share)	$ 3.05	$ 2.82	$ 1.83
Weighted average common shares outstanding - Diluted (in shares)	171,825,588	176,325,993	173,941,752
Dividends declared per common share (in dollars per share)	$ 0.06	$ 0.06	$ 0.06

Derivative Instruments (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended Dec. 31, 2010	Dec. 31, 2011
Derivative Instruments		
Forward contracts, designated as cash flow hedges, fair value assets		$ 5,105
Total derivatives designated as cash flow hedging instruments		5,105
Cash flow hedge gain recognized in accumulated other comprehensive income (loss) associated with interest rate contracts	(2,363)	
Cash flow hedge gain (loss) recognized in accumulated other comprehensive income (loss) associated with foreign exchange rate forward contracts		$ (287)

Consolidated Statements of Changes in Equity (USD $) In Thousands, except Share data in Millions, unless otherwise specified	Total	Common Stock	Additional Paid in Capital (Deficit)	Accumulated Earnings	Accum. Other Comprehensive Income (Loss)	Treasury Stock	Noncontrolling Interests
Balance at Dec. 31, 2008	$ 1,368,569	$ 171	$ 22,746	$ 1,467,099	$ (140,591)		$ 19,144
Balance (in shares) at Dec. 31, 2008		171					
Increase (Decrease) In Shareholders' Equity							
Net income	327,216			317,834			9,382
Translation adjustments	22,521				23,793		(1,272)
Revaluation of interest rate derivatives	13,354				13,354		
Defined benefit plan liability adjustment	3,354				3,354		
Purchase of noncontrolling interests	(15,896)		(14,529)				(1,367)
Acquisitions resulting in noncontrolling interests	983						983
Distributions to shareholders of noncontrolling interests	(10,129)						(10,129)
Stock compensation	131		131				
Stock options exercised, including tax benefit	42,783	3	42,780				
Stock options exercised, including tax benefit (in shares)		2					
Dividends declared	(10,308)			(10,308)			
Stock-based compensation expense	20,240		20,240				
Balance at Dec. 31, 2009	1,762,818	174	71,368	1,774,625	(100,090)		16,741
Balance (in shares) at Dec. 31, 2009		173					
Increase (Decrease) In Shareholders' Equity							
Net income	502,413			496,405			6,008
Translation adjustments	18,504				17,465		1,039
Revaluation of interest rate derivatives	2,363				2,363		
Defined benefit plan liability adjustment	(4,495)				(4,495)		
Purchase of noncontrolling interests	(20,167)		(12,375)				(7,792)
Acquisitions resulting in noncontrolling interests	10,285						10,285
Distributions to shareholders of noncontrolling interests	(4,421)						(4,421)

Stock options exercised, including tax benefit	60,479	2	60,477				
Stock options exercised, including tax benefit (in shares)		3					
Dividends declared	(10,449)			(10,449)			
Stock-based compensation expense	25,385		25,385				
Balance at Dec. 31, 2010	2,342,715	176	144,855	2,260,581	(84,757)		21,860
Balance (in shares) at Dec. 31, 2010		176					
Increase (Decrease) In Shareholders' Equity							
Net income	528,842			524,191			4,651
Translation adjustments	(9,679)				(10,154)		475
Revaluation of interest rate derivatives	(287)				(287)		
Defined benefit plan liability adjustment	(24,859)				(24,859)		
Purchase of noncontrolling interests	(24,854)		(15,962)				(8,892)
Distributions to shareholders of noncontrolling interests	(5,077)						(5,077)
Purchase of treasury stock	(672,191)					(672,191)	
Retirement of treasury stock		(13)		(672,178)		672,191	
Retirement of treasury stock (in shares)		(13)					
Stock options exercised, including tax benefit	31,594		31,594				
Dividends declared	(10,097)			(10,097)			
Stock-based compensation expense	28,679		28,679				
Balance at Dec. 31, 2011	$ 2,184,786	$ 163	$ 189,166	$ 2,102,497	$ (120,057)		$ 13,017
Balance (in shares) at Dec. 31, 2011		163					

Goodwill and Other Intangible Assets (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended	
	Dec. 31, 2011 business	Dec. 31, 2010 business
Goodwill		
Goodwill	$ 1,746,113	$ 1,533,299
Interconnect Products and Assemblies		
Goodwill		
Goodwill	1,672,564	
Increase in goodwill, primarily as a result of acquisitions	212,800	165,000
Increase in intangible assets, primarily as a result of acquisitions	$ 32,800	$ 43,900
Number of Business Acquired	2	2

Leases (Tables)

Leases (Tables)	**12 Months Ended Dec. 31, 2011**

Leases

Schedule of minimum lease payments under non-cancelable operating leases

2012	$27,315
2013	19,797
2014	12,375
2015	8,919
2016	4,563
Beyond 2016	1,472
Total minimum obligation	$74,441

Casualty Loss Related to Flood (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended		12 Months Ended	4 Months Ended
	Dec. 31, 2011	Sep. 30, 2011	Dec. 31, 2011	Dec. 31, 2011 Sidney, New York flooding
Casualty loss related to flood				
Charges related to flood in Sidney, New York	$ 8,600	$ 12,800	$ 21,479	$ 21,500
Charges related to flood in Sidney, New York, net of tax				$ 13,500

Other Income (Expense), net	12 Months Ended Dec. 31, 2011

Other Income (Expense), net

Other Income (Expense), net

Note 15—Other Income (Expense), net

The components of other income (expense), net are set forth below:

	Year Ended December 31,		
	2011	**2010**	**2009**
Program fees on sale of accounts receivable (Note 2)	$ —	$ —	$ (1,539)
Agency and commitment fees	(1,192)	(1,656)	(1,842)
Interest income	10,245	5,046	2,154
Other	(950)	682	2
	$ 8,103	$ 4,072	$ (1,225)

Goodwill and Other Intangible Assets (Tables)

12 Months Ended Dec. 31, 2011

Goodwill and Other Intangible Assets

Summary of the Company's amortizable intangible assets

	December 31, 2011		December 31, 2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	$ 134,700	$ 38,800	$ 104,100	$ 27,800
Proprietary technology	41,800	15,300	39,800	12,100
License agreements	6,000	4,600	6,000	3,800
Trade names and other	9,400	9,200	9,200	7,800
Total	$ 191,900	$ 67,900	$ 159,100	$ 51,500

Selected Quarterly Financial Data (Unaudited)	12 Months Ended Dec. 31, 2011

Selected Quarterly Financial Data (Unaudited)

Selected Quarterly Financial Data (Unaudited)

Note 17—Selected Quarterly Financial Data (Unaudited)

	Three Months Ended			
	March 31	June 30	September 30	December 31
2011				
Net sales	$ 940,585	$1,017,738	$ 1,032,754	$ 948,709
Gross profit	304,124	321,222	323,477	294,837
Operating income	186,085	214,874	186,059	164,660
Net income attributable to Amphenol Corporation	127,958	147,751(1)	134,623(2)	113,859(3)
Net income per share—Basic	0.73	0.86(1)	0.80(2)	0.69(3)
Net income per share—Diluted	0.72	0.85(1)	0.79(2)	0.69(3)
2010				
Net sales	$ 770,954	$ 884,798	$ 948,463	$ 949,886
Gross profit	249,192	289,299	309,717	310,020
Operating income	145,044	175,625	189,134	190,554
Net income attributable to Amphenol Corporation	98,353(4)	129,671(5)	137,268(6)	131,113
Net income per share—Basic	0.57(4)	0.75(5)	0.79(6)	0.75
Net income per share—Diluted	0.56(4)	0.74(5)	0.78(6)	0.74

(1) Includes a contingent payment adjustment of approximately $17,800, less a tax expense of $6,600, or $0.06 per share after taxes. Net income per diluted common share for the quarter ended June 30, 2011, excluding the effect of this item, is $0.79.

(2) Includes a charge for expenses incurred in connection with a flood at the Company's Sidney, NY facility of $12,800, less tax benefit of $4,700, or $0.05 per share after taxes, as well as a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of $4,500, or $0.03 per share. Net income per diluted common share for the quarter ended September 30, 2011, excluding the effects of these items, is $0.81.

(3) Includes a charge for expenses incurred in connection with a flood at the Company's Sidney, NY facility of $8,600, less tax benefit of $3,200, or $0.03 per share after taxes, as well as acquisition related charges of $2,000, less a tax benefit of $200, or $0.01 per share after taxes. Net income per diluted common share for the quarter ended December 31, 2011, excluding the effects of these items, is $0.73.

(4) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $1,900, or $0.01 per share. Net income per diluted common share for the quarter ended March 31, 2010, excluding the effects of this item, is $0.55.

(5) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $10,300, or $0.06 per share. Net income per diluted common share for the quarter ended June 30, 2010, excluding the effect of this item, is $0.68.

(6) Includes a tax benefit related to reserve adjustments from the favorable settlement of certain international tax positions and the completion of prior year audits of approximately $8,500, or $0.05 per share. Net income per diluted common share for the quarter ended September 30, 2010, excluding the effect of this item, is $0.73.

Selected Quarterly Financial Data (Unaudited) (Details) (USD $) In Thousands, except Per Share data, unless otherwise specified	3 Months Ended								12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Selected Quarterly Financial Data (Unaudited)											
Net sales	$ 948,709	$ 1,032,754	$ 1,017,738	$ 940,585	$ 949,886	$ 948,463	$ 884,798	$ 770,954	$ 3,939,786	$ 3,554,101	$ 2,820,065
Gross profit	294,837	323,477	321,222	304,124	310,020	309,717	289,299	249,192	1,243,660	1,158,228	886,554
Operating income	164,660	186,059	214,874	186,085	190,554	189,134	175,625	145,044	751,678	700,357	488,913
Net income attributable to Amphenol Corporation	113,859	134,623	147,751	127,958	131,113	137,268	129,671	98,353	524,191	496,405	317,834
Net income per share-Basic (in dollars per share)	$ 0.69	$ 0.80	$ 0.86	$ 0.73	$ 0.75	$ 0.79	$ 0.75	$ 0.57	$ 3.09	$ 2.86	$ 1.85
Net income per share-Diluted (in dollars per share)	$ 0.69	$ 0.79	$ 0.85	$ 0.72	$ 0.74	$ 0.78	$ 0.74	$ 0.56	$ 3.05	$ 2.82	$ 1.83
Change in contingent acquisition-related obligations			17,800						17,813		
Tax expense related to change in contingent obligations			6,600								
Change in contingent obligations, net of tax (in dollars per share)			$ 0.06								
Net income per diluted common share excluding the effects of change in contingent acquisition related obligations			$ 0.79								
Charges related to flood in Sidney, New York	8,600	12,800							21,479		
Tax benefit related to flood in Sidney, New York	3,200	4,700									
Charges related to flood in Sidney, New York (in dollars per share)	$ 0.03	$ 0.05									
One-time tax benefit related to reserve adjustments from the favorable settlement of international tax positions and the completion of prior year audits		4,500				8,500	10,300	1,900	4,493	20,700	
One-time tax benefit related to reserve adjustments from the favorable settlement of international tax positions and the completion of prior year audits (in dollars per share)		$ 0.03				$ 0.05	$ 0.06	$ 0.01			
Net income per diluted common share excluding the effects of charges related to flood and reserve adjustments from favorable settlement of international tax positions and completion of prior year audits		$ 0.81									

Acquisition-related expenses	2,000				2,000
Tax benefit related to acquisition-related expenses	$ 200				
Acquisition-related expenses, net of tax (in dollars per share)	$ 0.01				
Net income per diluted common share excluding the effects of charges related to flood and acquisition-related expenses	$ 0.73				
Net income per diluted common share excluding the effects of reserve adjustments from favorable settlement of international tax positions and completion of prior year audits		$ 0.73	$ 0.68	$ 0.55	

Consolidated Statements of Cash Flow (USD $) In Thousands, unless otherwise specified	12 Months Ended Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Net income	$ 528,842	$ 502,413	$ 327,216
Adjustments for cash from operating activities:			
Depreciation and amortization	119,439	102,846	98,524
Net change in receivables sold under Receivables Securitization Facility (Note 2)		(82,000)	(3,000)
Stock-based compensation expense	28,679	25,385	20,240
Non-cash casualty loss related to flood	10,388		
Change in contingent acquisition-related obligations	(17,813)		
Excess tax benefits from stock-based payment arrangements	(5,995)	(14,692)	(16,085)
Net change in operating assets and liabilities:			
Accounts receivable	(9,664)	(157,657)	96,588
Inventory	(88,486)	(65,179)	76,332
Other current assets	(8,890)	(5,637)	6,017
Accounts payable	(27,547)	76,932	(31,709)
Accrued income taxes	26,947	(3,996)	16,920
Other accrued liabilities	(2,613)	35,466	(19,494)
Accrued pension and post employment benefits	(5,660)	(1,247)	6,526
Other long-term assets	17,114	11,658	8,842
Other	466	601	(4,620)
Cash flow provided by operating activities	565,207	424,893	582,297
Cash flow from investing activities:			
Additions to property, plant and equipment	(100,222)	(109,458)	(63,058)
Proceeds from disposal of fixed assets	8,118	1,851	3,224
Purchases of short-term investments	(181,880)	(198,228)	(46,786)
Sales and maturities of short-term investments	146,373	138,012	13,444
Acquisitions, net of cash acquired	(303,273)	(180,402)	(280,014)
Cash flow used in investing activities	(430,884)	(348,225)	(373,190)
Cash flow from financing activities:			
Long-term borrowings under credit facilities (Note 2)	873,200	793,406	609,648
Repayments of long-term debt	(301,900)	(748,017)	(1,241,582)
Borrowings under senior notes			598,878
Settlement of interest rate swap agreements			(4,575)
Payment of fees and expenses related to debt financing	(2,125)	(6,975)	(4,650)
Purchase and retirement of treasury stock	(672,191)		
Proceeds from exercise of stock options	26,086	46,616	25,481
Excess tax benefits from stock-based payment arrangements	5,995	14,692	16,085
Payment of contingent acquisition related obligations	(40,000)		
Distributions to and purchases of noncontrolling interests	(29,931)	(24,588)	(23,328)
Dividend payments	(10,282)	(10,413)	(10,279)
Cash flow (used in) provided by financing activities	(151,148)	64,721	(34,322)

Effect of exchange rate changes on cash and cash equivalents	6,023	(114)	(5,159)
Net change in cash and cash equivalents	(10,802)	141,275	169,626
Cash and cash equivalents balance, beginning of year	525,888	384,613	214,987
Cash and cash equivalents balance, end of year	515,086	525,888	384,613
Cash paid during the year for:			
Interest	40,489	40,124	38,532
Income taxes	$ 144,175	$ 133,068	$ 117,122

Consolidated Statements of Comprehensive Income (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Net income	$ 528,842	$ 502,413	$ 327,216
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments	(9,679)	18,504	22,521
Revaluation of derivatives	(287)	2,363	13,354
Defined benefit plan liability adjustment	(24,859)	(4,495)	3,354
Total other comprehensive income (loss), net of tax	(34,825)	16,372	39,229
Total comprehensive income	494,017	518,785	366,445
Less: Comprehensive income attributable to noncontrolling interests	(5,126)	(7,047)	(8,110)
Comprehensive income attributable to Amphenol Corporation	$ 488,891	$ 511,738	$ 358,335

Leases	12 Months Ended Dec. 31, 2011
Leases	
Leases	*Note 10—Leases*

At December 31, 2011, the Company was committed under operating leases which expire at various dates. Total rent expense under operating leases for the years 2011, 2010, and 2009 was $31,035, $31,948 and $27,376, respectively.

Minimum lease payments under non-cancelable operating leases are as follows:

2012	$ 27,315
2013	19,797
2014	12,375
2015	8,919
2016	4,563
Beyond 2016	1,472
Total minimum obligation	$ 74,441

Document and Entity Information (USD $) In Millions, except Share data, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Jan. 31, 2012	Jun. 30, 2011
Document and Entity Information			
Entity Registrant Name	AMPHENOL CORP /DE/		
Entity Central Index Key	0000820313		
Document Type	10-K		
Document Period End Date	Dec. 31, 2011		
Amendment Flag	false		
Current Fiscal Year End Date	--12-31		
Entity Well-known Seasoned Issuer	Yes		
Entity Voluntary Filers	No		
Entity Current Reporting Status	Yes		
Entity Filer Category	Large Accelerated Filer		
Entity Public Float			$ 7,968
Entity Common Stock, Shares Outstanding		163,332,458	
Document Fiscal Year Focus	2011		
Document Fiscal Period Focus	FY		

Business Combinations	12 Months Ended Dec. 31, 2011
Business Combinations	
Business Combinations	***Note 11—Business Combinations*** During the year ended December 31, 2011, goodwill of approximately $212,800 attributable to the Interconnect Products and Assemblies segment was recognized related primarily to two businesses acquired during the period. The acquisitions were not material to the Company either individually or in the aggregate.

Consolidated Balance Sheets (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Current Assets:		
Cash and cash equivalents	$ 515,086	$ 525,888
Short-term investments	133,848	98,341
Total cash, cash equivalents and short-term investments	648,934	624,229
Accounts receivable, less allowance for doubtful accounts of $11,113 and $14,946, respectively	767,181	718,545
Inventories, net:		
Raw materials and supplies	210,886	162,439
Work in process	255,581	231,719
Finished goods	183,395	155,011
Inventories, net	649,862	549,169
Other current assets	115,260	100,187
Total current assets	2,181,237	1,992,130
Land and depreciable assets:		
Land	21,930	19,400
Buildings and improvements	159,573	158,426
Machinery and equipment	854,867	800,178
Land and depreciable assets, gross	1,036,370	978,004
Accumulated depreciation	(655,869)	(611,008)
Land and depreciable assets, net	380,501	366,996
Goodwill	1,746,113	1,533,299
Other long-term assets	137,374	123,432
Total assets	4,445,225	4,015,857
Current Liabilities:		
Accounts payable	377,867	384,963
Accrued salaries, wages and employee benefits	83,810	75,183
Accrued income taxes	87,315	65,311
Accrued acquisition-related obligations		39,615
Other accrued expenses	93,125	89,566
Short-term debt	298	352
Total current liabilities	642,415	654,990
Long-term debt (Note 2)	1,376,831	799,640
Accrued pension and post-employment benefit obligations	207,049	176,636
Other long-term liabilities	34,144	41,876
Commitments and contingent liabilities (Notes 2, 10 and 16)		
Equity:		
Class A Common Stock, $.001 par value; 500,000,000 shares authorized; 163,122,474 and 175,550,683 shares issued and outstanding at December 31, 2011 and 2010, respectively	163	176
Additional paid-in capital	189,166	144,855
Accumulated earnings	2,102,497	2,260,581

Accumulated other comprehensive loss	(120,057)	(84,757)
Total shareholders' equity attributable to Amphenol Corporation	2,171,769	2,320,855
Noncontrolling interests	13,017	21,860
Total equity	2,184,786	2,342,715
Total Liabilities and Equity	$ 4,445,225	$ 4,015,857

Derivative Instruments	12 Months Ended Dec. 31, 2011

Derivative Instruments

Derivative Instruments

Note 5—Derivative Instruments

The Company is exposed to certain risks related to its ongoing business operations. The primary risks managed by using derivative instruments are foreign exchange rate risk and interest rate risk. Foreign exchange rate forward contacts were entered into in 2011 to manage the currency exposure on an intercompany loan used to fund an acquisition. The hedge will terminate in November 2012 upon maturity of the intercompany loan. In the past, the Company has used interest rate swaps to manage interest rate risk associated with variable rate borrowings, all of which expired in 2010.

Derivative instruments are required to be recognized as either assets or liabilities at fair value in the Consolidated Balance Sheets. The Company designates foreign exchange rate forward contacts as cash flow hedges.

As of December 31, 2011 and 2010, the Company had the following derivative activity related to cash flow hedges:

		Fair Value Assets	
	Balance Sheet Location	**December 31, 2011**	**December 31, 2010**
Derivatives designated as cash flow hedges:			
Forward contracts	Other current assets	$ 5,105	$ —
Total derivatives designated as cash flow hedging instruments		$ 5,105	$ —

For the year ended December 31, 2011, $(287) was recognized in accumulated other comprehensive income (loss) associated with foreign exchange rate forward contracts. For the year ended December 31, 2010, $(2,363) was recognized in accumulated other comprehensive income (loss) associated with previously existing interest rate contracts. The amount reclassified from accumulated other comprehensive income (loss) to foreign exchange gain/loss in the accompanying Consolidated Statements of Income during the year ended December 31, 2011 was not material.

Fair Value Measurements

Fair Value Measurements	12 Months Ended Dec. 31, 2011

[Fair Value Measurements]

Fair Value Measurements

Note 4—Fair Value Measurements

The Company follows the framework within the *Fair Value Measurements and Disclosures* topic of the Accounting Standards Codification , which requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. These requirements establish market or observable inputs as the preferred source of values. Assumptions based on hypothetical transactions are used in the absence of market inputs. The Company does not have any non-financial instruments accounted for at fair value on a recurring basis.

The valuation techniques required are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 Quoted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Significant inputs to the valuation model are unobservable.

The Company believes that the assets or liabilities subject to such standards with fair value disclosure requirements are short-term investments, which are independently valued using market observable Level 1 inputs; derivative instruments, which represent forward contracts which expire in November 2012 (Note 5) and are valued using market observable Level 2 inputs; contingent consideration payments (Note 16), which were valued using the income approach and Level 3 unobservable inputs within the fair value hierarchy. The primary Level 3 inputs used to value the contingent consideration payments were probability weighted payout projections and discount rates. The Company's Level 1 short-term investments consist primarily of certificates of deposit with original maturities of twelve months or less. The impact of the credit risk related to these financial assets is immaterial. The fair values of the Company's financial and non-financial assets and liabilities subject to such standards at December 31, 2011 and 2010 are as follows:

	Fair Value Measurements at December 31, 2011			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	$ 133,848	$ 133,848	$ —	$ —
Forward contracts	5,105	—	5,105	—
Total	**$ 138,953**	**$ 133,848**	**$ 5,105**	**$ —**

	Fair Value Measurements at December 31, 2010			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

Short-term investments	$ 98,341	$ 98,341	$ —	$ —
Contingent consideration payments	56,668	—	—	56,668
Total	**$ 155,009**	**$ 98,341**	**$ —**	**$ 56,668**

The table below sets forth a summary of changes in fair value of the Company's Level 3 contingent consideration payments for the twelve months ended December 31, 2011.

Balance at December 31, 2010	$ 56,668
Accretion of discount on contingent consideration liabilities	1,145
Payment of contingent acquisition related obligations	(40,000)
Change in contingent acquisition related obligations	(17,813)
Balance at December 31, 2011	$ —

The Company does not have any other significant financial or non-financial assets and liabilities that are measured at fair value on a non-recurring basis.

Commitments and Contingencies	12 Months Ended Dec. 31, 2011

Commitments and Contingencies

Commitments and Contingencies

Note 16—Commitments and Contingencies

The Company and its subsidiaries have been named as defendants in several legal actions in which various amounts are claimed arising from normal business activities. Although the amount of any ultimate liability with respect to such matters cannot be precisely determined, in the opinion of management, such matters are not expected to have a material effect on the Company's financial condition or results of operations.

Certain operations of the Company are subject to environmental laws and regulations which govern the discharge of pollutants into the air and water, as well as the handling and disposal of solid and hazardous wastes. The Company believes that its operations are currently in substantial compliance with applicable environmental laws and regulations and that the costs of continuing compliance will not have a material effect on the Company's financial condition or results of operations.

Subsequent to the acquisition of Amphenol from Allied Signal Corporation ("Allied Signal") in 1987 (Allied Signal merged with Honeywell International Inc. in December 1999 ("Honeywell")), the Company and Honeywell were named jointly and severally liable as potentially responsible parties in connection with several environmental cleanup sites. The Company and Honeywell jointly consented to perform certain investigations and remediation and monitoring activities at two sites, the "Route 8" landfill and the "Richardson Hill Road" landfill, and they were jointly ordered to perform work at another site, the "Sidney" landfill. All of the costs incurred relating to these three sites are currently reimbursed by Honeywell based on an agreement (the "Honeywell Agreement") entered into in connection with the acquisition in 1987. Management does not believe that the costs associated with resolution of these or any other environmental matters will have a material effect on the Company's consolidated financial condition or results of operations. The environmental investigation, remediation and monitoring activities identified by the Company, including those referred to above, are covered under the Honeywell Agreement.

The Company also has purchase obligations related to commitments to purchase certain goods and services. At December 31, 2011, the Company had commitments to purchase $167,295 in 2012 and $1,696 in 2013.

Goodwill and Other Intangible Assets	12 Months Ended Dec. 31, 2011

Goodwill and Other Intangible Assets

Goodwill and Other Intangible Assets

Note 12—Goodwill and Other Intangible Assets

As of December 31, 2011, the Company has goodwill totaling $1,746,113, of which $1,672,564 related to the Interconnect Products and Assemblies segment with the remainder related to the Cable Products segment. In 2011, goodwill and intangible assets increased by approximately $212,800 and $32,800, respectively, primarily as a result of two acquisitions in the Interconnect Products and Assemblies segment made during the year. In 2010, goodwill and intangible assets increased by approximately $165,000 and $43,900, respectively, primarily as a result of two acquisitions in the Interconnect Products and Assemblies segment made during the year. The Company is in the process of completing its analysis of fair value attributes of the assets acquired related to its 2011 acquisitions and anticipates that the final assessment of values will not differ materially from the preliminary assessment.

The Company does not have any intangible assets not subject to amortization other than goodwill. A summary of the Company's amortizable intangible assets as of December 31, 2011 and 2010 is as follows:

	December 31, 2011		December 31, 2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	$ 134,700	$ 38,800	$ 104,100	$ 27,800
Proprietary technology	41,800	15,300	39,800	12,100
License agreements	6,000	4,600	6,000	3,800
Trade names and other	9,400	9,200	9,200	7,800
Total	$ 191,900	$ 67,900	$ 159,100	$ 51,500

Customer relationships, proprietary technology, license agreements and trade names and other amortizable intangible assets have weighted average useful lives of approximately 10 years, 14 years, 8 years and 15 years, respectively, for an aggregate weighted average useful life of approximately 11 years at December 31, 2011.

Intangible assets are included in other long-term assets in the accompanying Consolidated Balance Sheets. The aggregate amortization expense for the years ended December 31, 2011 and 2010 was approximately $15,200 and $14,000, respectively. Amortization expense estimated for each of the next five fiscal years is approximately $17,700 in 2012, $14,500 in 2013, $12,600 in 2014, $12,100 in 2015 and $11,200 in 2016.

Earnings Per Share	12 Months Ended Dec. 31, 2011

Earnings Per Share

Earnings Per Share

Note 8—Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income attributable to Amphenol Corporation by the weighted-average number of common shares outstanding. Diluted EPS is computed by dividing net income attributable to Amphenol Corporation by the weighted-average number of common shares and dilutive common shares outstanding, which relates to stock options. A reconciliation of the basic average common shares outstanding to diluted average common shares outstanding as of December 31 is as follows (dollars in thousands, except per share amounts):

	2011	2010	2009
Net income attributable to Amphenol Corporation shareholders	$ 524,191	$ 496,405	$ 317,834
Basic average common shares outstanding	169,640,115	173,785,650	171,607,643
Effect of dilutive stock options	2,185,473	2,540,343	2,334,109
Dilutive average common shares outstanding	171,825,588	176,325,993	173,941,752
Earnings per share:			
Basic	$ 3.09	$ 2.86	$ 1.85
Diluted	$ 3.05	$ 2.82	$ 1.83

Excluded from the computations above were anti-dilutive shares of 4,286,519, 2,570,500 and 2,062,700 for the years ended December 31, 2011, 2010 and 2009, respectively.

Goodwill and Other Intangible Assets (Details 2) (USD $) In Thousands, unless otherwise specified	12 Months Ended	
	Dec. 31, 2011 Y	Dec. 31, 2010
Summary of the Company's amortizable intangible assets		
Gross Carrying Amount	$ 191,900	$ 159,100
Accumulated Amortization	67,900	51,500
Weighted average useful lives of amortizable intangible assets (in years)	11	
Amortization expense	15,200	14,000
Amortization expense estimated for each of the next five fiscal years		
2012	17,700	
2013	14,500	
2014	12,600	
2015	12,100	
2016	11,200	
Customer relationships		
Summary of the Company's amortizable intangible assets		
Gross Carrying Amount	134,700	104,100
Accumulated Amortization	38,800	27,800
Weighted average useful lives of amortizable intangible assets (in years)	10	
Proprietary technology		
Summary of the Company's amortizable intangible assets		
Gross Carrying Amount	41,800	39,800
Accumulated Amortization	15,300	12,100
Weighted average useful lives of amortizable intangible assets (in years)	14	
License agreements		
Summary of the Company's amortizable intangible assets		
Gross Carrying Amount	6,000	6,000
Accumulated Amortization	4,600	3,800
Weighted average useful lives of amortizable intangible assets (in years)	8	
Trade names and other		
Summary of the Company's amortizable intangible assets		
Gross Carrying Amount	9,400	9,200
Accumulated Amortization	$ 9,200	$ 7,800
Weighted average useful lives of amortizable intangible assets (in years)	15	

Income Taxes

12 Months Ended
Dec. 31, 2011

Income Taxes

Income Taxes

Note 6—Income Taxes

The components of income before income taxes and the provision for income taxes are as follows:

	Year Ended December 31,		
	2011	2010	2009
Income before income taxes:			
United States	$ 176,739	$ 225,334	$ 98,170
Foreign	540,013	438,354	348,357
	$ 716,752	$ 663,688	$ 446,527
Current tax provision:			
United States	$ 44,769	$ 77,590	$ 38,621
Foreign	128,608	79,607	89,969
	$ 173,377	$ 157,197	$ 128,590
Deferred tax provision (benefit):			
United States	$ 17,733	$ 3,020	$ (2,295)
Foreign	(3,200)	1,058	(6,984)
	14,533	4,078	(9,279)
Total provision for income taxes	$ 187,910	$ 161,275	$ 119,311

At December 31, 2011, the Company had $56,138 and $3,547 of foreign tax loss and credit carryforwards, and U.S. state tax loss and credit carryforwards net of federal benefit, respectively, of which $34,774 and $270, respectively, expire or will be refunded at various dates through 2026 and the balance can be carried forward indefinitely.

A valuation allowance of $19,129 and $20,091 at December 31, 2011 and 2010, respectively, has been recorded which relates to the foreign net operating loss carryforwards and U.S. state tax credits. The net change in the valuation allowance for deferred tax assets was a decrease of $962 and an increase of $6,275 in 2011 and 2010, respectively, which was related to foreign net operating loss and foreign and U.S. state credit carryforwards.

Differences between the U.S. statutory federal tax rate and the Company's effective income tax rate are analyzed below:

	Year Ended December 31,		
	2011	2010	2009
U.S. statutory federal tax rate	35.0%	35.0%	35.0%
State and local taxes	.4	.8	.9
Foreign earnings and dividends taxed at different rates	(8.2)	(11.5)	(9.6)
Valuation allowance	(.2)	(1.0)	1.0
Other	(.8)	1.0	(.6)
Effective tax rate	26.2%	24.3%	26.7%

The 2011 tax rate reflects a reduction in tax expense of $4,493 relating primarily to reserve adjustments from the favorable settlement of certain tax positions and the completion of prior year audits. The 2010 tax rate reflects a reduction in tax expense of $20,700 for tax reserve adjustments relating to the completion of the audits of certain of the Company's prior year tax returns. The 2009 tax rate reflects reductions in tax expense of $3,600 for tax reserve adjustments relating to the completion of the audit of certain of the Company's prior year tax returns. Excluding these adjustments, the Company's effective tax rate for 2011, 2010, and 2009 was 26.8%, 27.4%, and 27.5%, respectively.

The Company's deferred tax assets and liabilities included in Other Current Assets, Other Long-Term Assets and in Other Long-Term Liabilities in the accompanying Consolidated Balance Sheets, excluding the valuation allowance, comprised the following:

	December 31,	
	2011	**2010**
Deferred tax assets relating to:		
Accrued liabilities and reserves	$ 16,363	$ 15,192
Operating loss and tax credit carryforwards	18,270	18,604
Pensions, net	48,105	38,184
Inventory reserves	17,173	17,426
Employee benefits	29,760	22,942
	$ 129,671	$ 112,348
Deferred tax liabilities relating to:		
Goodwill	$ 74,013	$ 59,922
Depreciation	7,086	(2,637)
Contingent consideration	6,591	—
	$ 87,690	$ 57,285

At December 31, 2011 and 2010, the amount of the liability for unrecognized tax benefits, including penalties and interest, which if recognized would impact the effective tax rate, was approximately $21,886 and $23,271, respectively.

A tabular reconciliation of the gross amounts of unrecognized tax benefits excluding interest and penalties at the beginning and end of the year for 2011, 2010 and 2009 are as follows:

	2011	**2010**	**2009**
Unrecognized tax benefits as of January 1	$ 22,560	$ 35,528	31,272
Gross increases and gross decreases for tax positions in prior periods	(64)	2,036	4,576
Gross increases - current period tax position	2,278	2,968	6,027
Settlements	(451)	(11,880)	—
Lapse of statute of limitations	(4,108)	(6,092)	(6,347)
Unrecognized tax benefits as of December 31	$ 20,215	$ 22,560	35,528

The Company includes estimated interest and penalties related to unrecognized tax benefits in the provision for income taxes. During the year ended December 31, 2011, the provision for income taxes included a net expense of $566 in estimated interest and penalties. As of December 31, 2011, the liability for unrecognized tax benefits included $3,131 for tax-related interest and penalties.

The Company operates in over sixty tax jurisdictions, and at any point in time has numerous audits underway at various stages of completion. With few exceptions, the Company is subject to income tax examinations by tax authorities for the years 2008 and after. The Company is generally not able to precisely estimate the ultimate settlement amounts or timing until the close of an audit. The Company evaluates its tax positions and establishes liabilities for uncertain tax positions that may be challenged by local authorities and may not be fully sustained, despite the Company's belief that the underlying tax positions are fully supportable.

As of December 31, 2011, the amount of the liability for unrecognized tax benefits, which if recognized would impact the effective tax rate, was $21,886 the majority of which is included in other long-term liabilities in the accompanying Consolidated Balance Sheets. Unrecognized tax benefits are reviewed on an ongoing basis and are adjusted for changing facts and circumstances, including progress of tax audits and closing of statute of limitations. Based on information currently available, management anticipates that over the next twelve month period, audit activity could be completed and statutes of limitations may close relating to existing unrecognized tax benefits of $3,751.

Equity	12 Months Ended Dec. 31, 2011

Equity

Equity

Note 7—Equity

Stock-Based Compensation:

In May 2009, the Company adopted the 2009 Stock Purchase and Option Plan (the "2009 Option Plan") for Key Employees of the Company and its subsidiaries. The Company currently also maintains the 2000 Stock Purchase and Option Plan (the "2000 Option Plan"). No additional options can be granted under the 2000 Option Plan. The 2009 Option Plan authorizes the granting of additional stock options by a committee of the Company's Board of Directors. As of December 31, 2011, there were 7,684,550 shares of common stock available for the granting of additional stock options under the 2009 Option Plan. Options granted under the 2000 Option Plan and the 2009 Option Plan vest ratably over a period of five years and are exercisable over a period of ten years from the date of grant.

In 2004, the Company adopted the 2004 Stock Option Plan for Directors of Amphenol Corporation (the "Directors Option Plan"). The Directors Option Plan is administered by the Company's Board of Directors. As of December 31, 2011, the maximum number of shares of common stock available for the granting of additional stock options under the Directors Option Plan was 80,000. Options granted under the Directors Option Plan vest ratably over a period of three years and are exercisable over a period of ten years from the date of grant.

The grant-date fair value of each option grant under the 2000 Option Plan, the 2009 Option Plan and the Directors Option Plan is estimated using the Black-Scholes option pricing model. The fair value is then amortized on a straight-line basis over the requisite service period of the awards, which is generally the vesting period. Use of a valuation model requires management to make certain assumptions with respect to selected model inputs. Expected share price volatility was calculated based on the historical volatility of the common stock of the Company and implied volatility derived from related exchange traded options. The average expected life was based on the contractual term of the option and expected employee exercise and historical post-vesting employment termination experience. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a remaining term equal to the expected life assumed at the date of grant. The expected annual dividend per share is based on the Company's dividend rate.

Stock-based compensation expense includes the estimated effects of forfeitures, which are adjusted over the requisite service period to the extent actual forfeitures differ or are expected to differ from such estimates. Changes in estimated forfeitures are recognized in the period of change and impact the amount of expense to be recognized in future periods.

Stock option activity for 2009, 2010 and 2011 was as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at December 31, 2008	11,229,837	$ 25.82	6.69	
Options granted	3,736,500	32.01		
Options exercised	(2,029,874)	12.55		
Options forfeited	(232,160)	35.89		
Options outstanding at December 31, 2009	12,704,303	29.58	7.16	

Options granted	2,602,500	43.00		
Options exercised	(2,331,429)	19.99		
Options forfeited	(269,050)	37.18		
Options outstanding at December 31, 2010	12,706,324	33.93	7.18	
Options granted	2,551,350	53.45		
Options exercised	(1,037,674)	25.14		
Options forfeited	(203,100)	39.75		
Options outstanding at December 31, 2011	14,016,900	38.00	6.89	$ 125,067
Vested and non-vested expected to vest at December 31, 2011	13,066,583	37.57	6.79	$ 120,850
Exercisable at December 31, 2011	6,380,324	$ 31.48	5.41	$ 89,316

A summary of the status of the Company's non-vested options as of December 31, 2011 and changes during the year then ended is as follows:

	Options	Weighted Average Fair Value at Grant Date
Non-vested options at December 31, 2010	7,623,976	$ 12.78
Options granted	2,551,350	14.19
Options vested	(2,335,650)	12.23
Options forfeited	(203,100)	13.00
Non-vested options at December 31, 2011	7,636,576	$ 13.41

The weighted-average fair value at the grant date of options granted during 2010 and 2009 was $14.69 and $11.12, respectively.

During the years ended December 31, 2011 and 2010, the following activity occurred under the Company's option plans:

	2011	2010	2009
Total intrinsic value of stock options exercised	$ 29,697	$ 67,841	$ 56,900
Total fair value of stock options vested	28,563	23,714	17,360

On December 31, 2011 the total compensation cost related to non-vested options not yet recognized is approximately $74,434, with a weighted average expected amortization period of 3.26 years.

Stock Repurchase Program:

In January 2011, the Company announced that its Board of Directors authorized a stock repurchase program under which the Company may repurchase up to 20,000,000 shares of its common stock during the three year period ending January 31, 2014 (the "Program"). During the twelve months ended December 31, 2011, the Company repurchased 13,428,389 shares of its common stock for approximately $672,200. These treasury shares have been or will be retired by the Company and common stock and accumulated earnings were reduced accordingly. The price and timing of any such purchases under the Program after December 31, 2011 will depend on factors such as levels of cash generation from operations, the volume of stock option exercises by employees, cash requirements for acquisitions, economic and market conditions and stock price. As of December 31, 2011, 6,571,611 shares of common stock may be repurchased under the Program. Through February 17, 2012, the Company has repurchased an additional 1,110,079 shares of its common stock for $60,621. At February 17, 2012, approximately 5,461,532 additional shares of common stock may be repurchased under the Program.

Dividends:

After declaration by the Board of Directors, the Company paid a quarterly dividend on its common stock of $.015 per share in 2010 and 2011. The Company paid its fourth quarterly dividend in the amount of $2,447 or $.015 per share on January 3, 2012 to shareholders of record as of December 14, 2011. Cumulative dividends declared during 2011 and 2010 were $10,097 and $10,449, respectively. Total dividends paid in 2011 were $10,282, including those declared in 2010 and paid in 2011, and total dividends paid in 2010 were $10,413, including those declared in 2009 and paid in 2010. On January 26, 2012, the Company's Board of Directors approved the first quarter 2012 dividend on its common stock in the amount of $.105 per share. This represents an increase in the quarterly dividend rate from $.015 to $.105 per share effective with the first quarter 2012 dividend, which will be paid in April 2012.

Accumulated Other Comprehensive Income (Loss):

Balances of related after-tax components comprising accumulated other comprehensive income (loss) included in equity at December 31, 2011, 2010 and 2009 are as follows:

	Foreign Currency Translation Adjustment	Revaluation of Derivatives	Defined Benefit Plan Liability Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2009	$ 348	$ (15,717)	$ (125,222)	$ (140,591)
Translation adjustments	23,793	—	—	23,793
Revaluation of interest rate derivatives, net of tax of $7,843	—	13,354	—	13,354
Defined benefit plan liability adjustment, net of tax of $1,970	—	—	3,354	3,354
Balance at December 31, 2009	24,141	(2,363)	(121,868)	(100,090)
Translation adjustments	17,465	—	—	17,465
Revaluation of interest rate derivatives, net of tax of $1,486	—	2,363	—	2,363
Defined benefit plan liability adjustment, net of tax of $2,639	—	—	(4,495)	(4,495)
Balance at December 31, 2010	41,606	—	(126,363)	(84,757)
Translation adjustments	(10,154)	—	—	(10,154)
Revaluation of forward contract derivatives, net of tax of $173	—	(287)	—	(287)
Defined benefit plan liability adjustment, net of tax of $12,959	—	—	(24,859)	(24,859)
Balance at December 31, 2011	$ 31,452	$ (287)	$ (151,222)	$ (120,057)

Benefit Plans and Other Postretirement Benefits	12 Months Ended Dec. 31, 2011
Benefit Plans and Other Postretirement Benefits	
Benefit Plans and Other Postretirement Benefits	

Note 9—Benefit Plans and Other Postretirement Benefits

The Company and certain of its domestic subsidiaries have two defined benefit pension plans (the "U.S. Plans"), which cover certain U.S. employees and which represent the majority of the plan assets and benefit obligations of the aggregate defined benefit plans of the Company. The U.S. Plans' benefits are generally based on years of service and compensation and are generally noncontributory. Certain U.S. employees not covered by the U.S. Plans are covered by defined contribution plans. Certain foreign subsidiaries have defined benefit plans covering their employees (the "International Plans"). The largest international pension plan, in accordance with local regulations, is unfunded and had a projected benefit obligation of approximately $48,000 and $51,000 at December 31, 2011 and 2010, respectively. Total required contributions to be made during 2012 for the unfunded International Plans amount to approximately $3,200. This amount, which is classified as other accrued expenses, and the obligations discussed above, are included in the accompanying Consolidated Balance Sheets and in the tables below.

The following is a summary of the Company's defined benefit plans' funded status as of the most recent actuarial valuations; for each year presented below, projected benefits exceed assets.

	December 31,	
	2011	2010
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 457,321	$ 429,800
Service cost	7,832	7,542
Interest cost	22,684	23,100
Plan participants' contributions	—	26
Plan amendments	—	5,452
Actuarial loss	27,642	17,675
Foreign exchange translation	(2,450)	(3,947)
Benefits paid	(24,420)	(22,327)
Projected benefit obligation at end of year	488,609	457,321
Change in plan assets:		
Fair value of plan assets at beginning of year	296,530	268,177
Actual return on plan assets	(2,001)	29,878
Employer contributions	22,844	17,267
Plan participants' contributions	—	26
Foreign exchange translation	(2,131)	636
Benefits paid	(20,188)	(19,454)
Fair value of plan assets at end of year	295,054	296,530
Funded status	$(193,555)	$(160,791)

The accumulated benefit obligation for the Company's defined benefit pension plan was $469,547 and $435,618 at December 31, 2011 and 2010, respectively.

	Year Ended December 31,		
	2011	2010	2009
Components of net pension expense:			
Service cost	$ 7,073	$ 5,907	$ 7,043
Interest cost	22,684	23,100	23,276
Expected return on plan assets	(25,226)	(28,016)	(25,026)
Net amortization of actuarial losses	14,528	17,051	11,238
Net pension expense	$ 19,059	$ 18,042	$ 16,531

	Weighted-average assumptions used to determine benefit obligations at December 31,			
	Pension Benefits		Other Benefits	
	2011	2010	2011	2010
Discount rate:				
U.S. plans	4.45%	5.20%	4.25%	4.85%
International plans	4.97%	5.26%	n/a	n/a
Rate of compensation increase:				
U.S. plans	3.00%	3.00%	n/a	n/a
International plans	2.83%	2.97%	n/a	n/a

	Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31,					
	Pension Benefits			Other Benefits		
	2011	2010	2009	2011	2010	2009
Discount rate:						
U.S. plans	5.20%	5.75%	6.25%	4.85%	5.40%	6.25%
International plans	5.26%	5.46%	6.20%	n/a	n/a	n/a
Expected long-term return on assets:						
U.S. plans	8.25%	8.25%	8.25%	n/a	n/a	n/a
International plans	6.30%	6.63%	6.74%	n/a	n/a	n/a
Rate of compensation increase:						
U.S. plans	3.00%	3.00%	3.00%	n/a	n/a	n/a
International plans	2.97%	2.96%	2.43%	n/a	n/a	n/a

The pension expense for the U.S. Plans and the International Plans (the "Plans") approximated $19,100, $18,000 and $16,500 in 2011, 2010 and 2009, respectively, and is calculated based upon a number of actuarial assumptions established on January 1 of the applicable year, detailed in the table above, including a weighted-average discount rate, rate of increase in future compensation levels and an expected long-term rate of return on the respective Plans' assets.

The discount rate used by the Company for valuing pension liabilities is based on a review of high quality corporate bond yields with maturities approximating the remaining life of the projected benefit obligations. The Company's U.S. Plans comprised the majority of the accrued benefit obligation, pension assets and pension expense. The discount rate for the U.S. Plans was 4.45% at December 31, 2011 and 5.20% at December 31, 2010. Although future changes to the discount rate are unknown, had the discount rate increased or decreased by 50 basis points, the accrued benefit obligation would have decreased or increased by approximately $21,000.

The Company's investment strategy for the Plans' assets is to achieve a rate of return on plan assets equal to or greater than the average for the respective investment classification through prudent allocation and periodic rebalancing between fixed income and equity instruments. The current investment policy includes a strategy to maintain an adequate level of diversification, subject to portfolio risks. The target allocations for the U.S. Plans, which represent the majority of the Plans' assets, are 60% equity and 40% fixed income. Short-term strategic ranges for investments are established within these long term target percentages. The Company invests in a diversified investment portfolio through various investment managers and evaluates its plan assets for the existence of concentration risks. As of December 31, 2011, there were no significant concentrations of risks in the Company's defined benefit plan assets. The Company does not invest pension assets nor instructs investment managers to invest pension assets in Amphenol securities. The Plans may indirectly hold the Company's securities as a result of external investment management in certain comingled funds. Such holdings would not be material relative to the Plans' total assets.

In developing the expected long-term rate of return assumption for the U.S. Plans, the Company evaluated input from its external actuaries and investment consultants as well as long-term inflation assumptions. Projected returns by such consultants are based on broad equity and bond indices. The Company also considered its historical twenty-year compounded return of approximately 9%, which has been in excess of these broad equity and bond benchmark indices. As described above, the expected long-term rate of return on the U.S. Plans' assets is based on an asset allocation assumption of 60% with equity managers, with an expected long-term rate of return of approximately 9% and 40% with fixed income managers, with an expected long-term rate of return of approximately 7%. As of December 31, 2011, the asset allocation was 62% with equity managers and 37% with fixed income managers and 1% in cash. As of December 31, 2010, the asset allocation was 59% with equity managers and 36% with fixed income managers and 5% in cash. The Company believes that the long-term asset allocation on average will approximate 60% with equity managers and 40% with fixed income managers. The Company regularly reviews the actual asset allocation and periodically rebalances investments to its targeted allocation when considered appropriate. Based on this methodology, the Company's expected long-term rate of return assumption to determine the accrued benefit obligation of the U.S. Plans at both December 31, 2011 and 2010 is approximately 8.25%.

The Company's plan assets are reported at fair value and classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The process requires judgment and may have effect on the placement of the plan assets within the fair value measurement hierarchy. The fair values of the Company's pension plans' assets at December 31, 2011 and 2010 by asset category are as follows (refer to Note 4 for definitions of Level 1, 2 and 3 inputs):

	Fair Value Measurements at December 31, 2011			
Asset Category	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Equity securities:				
U.S. securities	$ 103,229	$ 80,651	$ 22,578	$ —
International securities	77,250	40,329	36,921	—
	180,479	**120,980**	**59,499**	**—**
Fixed income securities:				
U.S. securities	72,888	54,398	18,490	—
International securities	38,602	—	38,602	—
	111,490	**54,398**	**57,092**	**—**

Cash and cash equivalents	3,085	3,085	—	—
Total	**$ 295,054**	**$ 178,463**	**$ 116,591**	**$ —**

	Fair Value Measurements at December 31, 2010			
Asset Category	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Equity securities:				
U.S. securities	$ 84,675	$ 77,107	$ 7,568	$ —
International securities	91,754	50,983	40,771	—
	176,429	**128,090**	**48,339**	**—**
Fixed income securities:				
U.S. securities	75,165	56,707	18,458	—
International securities	31,531	—	31,531	—
	106,696	**56,707**	**49,989**	**—**
Cash and cash equivalents	13,405	13,405	—	—
Total	**$ 296,530**	**$ 198,202**	**$ 98,328**	**$ —**

Equity securities consist primarily of publicly traded U.S. and Non-U.S. equities. Publicly traded securities are valued at the last trade or closing price reported in the active market in which the individual securities are traded. Certain equity securities held in commingled funds are valued at unitized net asset value ("NAV") based on the fair value of the underlying net assets owned by the funds.

Fixed income securities consist primarily of government securities and corporate bonds. They are valued at the closing price in the active market or using quotes obtained from brokers/ dealers or pricing services. Certain fixed income securities held within commingled funds are valued using NAV as determined by the custodian of the funds based on the fair value of the underlying net assets of the funds.

The Company also has an unfunded Supplemental Employee Retirement Plan ("SERP"), which provides for the payment of the portion of annual pension which cannot be paid from the retirement plan as a result of regulatory limitations on average compensation for purposes of the benefit computation. The obligation related to the SERP is included in the accompanying Consolidated Balance Sheets and in the tables above.

As of December 31, 2011, the amounts before tax for unrecognized net loss, net prior service cost and net transition asset in accumulated other comprehensive income related to the Plans above are $219,022, $11,874 and $543 respectively. The estimated net loss, prior service cost and net transition asset for the Plans above that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year are expected to be $17,552, $2,167 and $109, respectively.

The Company made cash contributions to the Plans of $22,800 and $17,300 in 2011 and 2010, respectively, and estimates that, based on current actuarial calculations, it will make a cash contribution to the Plans in 2012 of approximately $26,000, most of which is to the U.S. Plans. Cash contributions in subsequent years will depend on a number of factors, including the investment performance of the Plan assets.

Benefit payments related to the Plans above, including those amounts to be paid out of Company assets and reflecting future expected service as appropriate, are expected to be as follows:

2012	$ 21,668
2013	22,435
2014	23,424
2015	24,569
2016	25,738
2017-2021	144,261

The Company offers various defined contribution plans for U.S. and foreign employees. Participation in these plans is based on certain eligibility requirements. The Company matches the majority of employee contributions to the U.S. defined contribution plans with cash contributions up to a maximum of 5% of eligible compensation. The Company provided matching contributions of approximately $2,500 and $2,200 in 2011 and 2010, respectively.

The Company maintains self-insurance programs for that portion of its health care and workers compensation costs not covered by insurance. The Company also provides certain health care and life insurance benefits to certain eligible retirees through post-retirement benefit ("OPEB") programs. The Company's share of the cost of such plans for most participants is fixed, and any increase in the cost of such plans will be the responsibility of the retirees. The Company funds the benefit costs for such plans on a pay-as-you-go basis. Since the Company's obligation for postretirement medical plans is fixed and since the benefit obligation and the net postretirement benefit expense are not material in relation to the Company's financial condition or results of operations, the Company believes any change in medical costs from that estimated will not have a significant impact on the Company. The discount rate used in determining the benefit obligation was 4.25% and 4.85% at December 31, 2011 and 2010, respectively. Summary information on the Company's OPEB programs is as follows:

	December 31,	
	2011	**2010**
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 19,095	$ 14,832
Service cost	198	165
Interest cost	843	786
Paid benefits and expenses	(1,139)	(2,003)
Actuarial (gain) loss	(2,299)	5,315
Benefit obligation at end of year	$ 16,698	$ 19,095

The accumulated benefit obligation for the Company's OPEB plan was equal to its projected benefit obligation at December 31, 2011 and 2010.

	Year ended December 31,		
	2011	**2010**	**2009**
Components of net post-retirement benefit cost:			
Service cost	$ 198	$ 165	$ 160
Interest cost	843	786	836
Amortization of transition obligation	62	62	62
Net amortization of actuarial losses	1,291	882	773
Net postretirement benefit cost	$ 2,394	$ 1,895	$ 1,831

As of December 31, 2011, the amounts for unrecognized net loss, net prior service cost and net transition obligation in accumulated other comprehensive income related to OPEB programs are $9,747, nil, and $62, respectively. The estimated net loss, prior service cost and net transition obligation for the OPEB programs that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year are expected to be $974, nil and $62, respectively.

Benefit payments for the OPEB plan, including those amounts to be paid out of Company assets and reflecting future expected service as appropriate are expected to be approximately $1,300 per year for the next ten years.

Reportable Business Segments and International Operations (Details 4) (USD $) In Thousands, unless otherwise specified	3 Months Ended								12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Revenues and long-lived assets by geographical area											
Net sales	$ 948,709	$ 1,032,754	$ 1,017,738	$ 940,585	$ 949,886	$ 948,463	$ 884,798	$ 770,954	$ 3,939,786	$ 3,554,101	$ 2,820,065
Land and depreciable assets, net	380,501				366,996				380,501	366,996	
United States											
Revenues and long-lived assets by geographical area											
Net sales									1,268,936	1,258,167	1,001,742
Land and depreciable assets, net	110,042				116,591				110,042	116,591	
China											
Revenues and long-lived assets by geographical area											
Net sales									980,239	851,626	611,877
Land and depreciable assets, net	131,001				131,805				131,001	131,805	
Other International Locations											
Revenues and long-lived assets by geographical area											
Net sales									1,690,611	1,444,308	1,206,446
Land and depreciable assets, net	$ 139,458				$ 118,600				$ 139,458	$ 118,600	

Other Income (Expense), net (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Components of other income (expense), net			
Other income (expense), net	$ 8,103	$ 4,072	$ (1,225)
Program fees on the sale of accounts receivable			
Components of other income (expense), net			
Other income (expense), net			(1,539)
Agency and commitment fees			
Components of other income (expense), net			
Other income (expense), net	(1,192)	(1,656)	(1,842)
Interest income			
Components of other income (expense), net			
Other income (expense), net	10,245	5,046	2,154
Other			
Components of other income (expense), net			
Other income (expense), net	$ (950)	$ 682	$ 2

Reportable Business Segments and International Operations (Details 3) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Reconciliation of segment assets to consolidated total assets			
Segment assets excluding goodwill	$ 4,445,225	$ 4,015,857	$ 4,015,857
Goodwill	1,746,113	1,533,299	
Total			
Reconciliation of segment assets to consolidated total assets			
Segment assets excluding goodwill	2,437,412	2,337,599	1,700,875
Unallocated amount to segment			
Reconciliation of segment assets to consolidated total assets			
Goodwill	1,746,113	1,533,299	
Other assets	$ 261,700	$ 144,959	

Benefit Plans and Other Postretirement Benefits (Tables)	12 Months Ended Dec. 31, 2011

Pension Benefits

Defined Benefit Plan Disclosure

Change in benefit obligation, fair value of plan assets and funded status of defined benefit pension plans

	December 31,	
	2011	2010
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 457,321	$ 429,800
Service cost	7,832	7,542
Interest cost	22,684	23,100
Plan participants' contributions	—	26
Plan amendments	—	5,452
Actuarial loss	27,642	17,675
Foreign exchange translation	(2,450)	(3,947)
Benefits paid	(24,420)	(22,327)
Projected benefit obligation at end of year	488,609	457,321
Change in plan assets:		
Fair value of plan assets at beginning of year	296,530	268,177
Actual return on plan assets	(2,001)	29,878
Employer contributions	22,844	17,267
Plan participants' contributions	—	26
Foreign exchange translation	(2,131)	636
Benefits paid	(20,188)	(19,454)
Fair value of plan assets at end of year	295,054	296,530
Funded status	$(193,555)	$(160,791)

Schedule of components of net pension expense

Year Ended December 31,		
2011	2010	2009

Components of net pension expense:			
Service cost	$ 7,073	$ 5,907	$ 7,043
Interest cost	22,684	23,100	23,276
Expected return on plan assets	(25,226)	(28,016)	(25,026)
Net amortization of actuarial losses	14,528	17,051	11,238
Net pension expense	$19,059	$18,042	$16,531

Schedule of defined benefit plan weighted average assumptions used in calculating benefit obligation and net periodic benefit cost

	Weighted-average assumptions used to determine benefit obligations at December 31,			
	Pension Benefits		Other Benefits	
	2011	2010	2011	2010
Discount rate:				
U.S. plans	4.45%	5.20%	4.25%	4.85%
International plans	4.97%	5.26%	n/a	n/a
Rate of compensation increase:				
U.S. plans	3.00%	3.00%	n/a	n/a
International plans	2.83%	2.97%	n/a	n/a

	Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31,					
	Pension Benefits			Other Benefits		
	2011	2010	2009	2011	2010	2009
Discount rate:						
U.S. plans	5.20%	5.75%	6.25%	4.85%	5.40%	6.25%
International plans	5.26%	5.46%	6.20%	n/a	n/a	n/a
Expected long-term return on assets:						
U.S. plans	8.25%	8.25%	8.25%	n/a	n/a	n/a
International plans	6.30%	6.63%	6.74%	n/a	n/a	n/a
Rate of compensation increase:						
U.S. plans	3.00%	3.00%	3.00%	n/a	n/a	n/a
International plans	2.97%	2.96%	2.43%	n/a	n/a	n/a

Fair values of company's pension plan assets by asset category

Fair Value Measurements at December 31, 2011

Asset Category	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity securities:				
U.S. securities	$103,229	$ 80,651	$ 22,578	$ —
International securities	77,250	40,329	36,921	—
	180,479	**120,980**	**59,499**	**—**
Fixed income securities:				
U.S. securities	72,888	54,398	18,490	—
International securities	38,602	—	38,602	—
	111,490	**54,398**	**57,092**	**—**
Cash and cash equivalents	3,085	3,085	—	—
Total	**$295,054**	**$ 178,463**	**$ 116,591**	**$ —**

Fair Value Measurements at December 31, 2010

Asset Category	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity securities:				
U.S. securities	$ 84,675	$ 77,107	$ 7,568	$ —
International securities	91,754	50,983	40,771	—
	176,429	**128,090**	**48,339**	**—**
Fixed income securities:				
U.S. securities	75,165	56,707	18,458	—
International securities	31,531	—	31,531	—
	106,696	**56,707**	**49,989**	**—**
Cash and cash equivalents	13,405	13,405	—	—
Total	**$296,530**	**$ 198,202**	**$ 98,328**	**$ —**

Benefit payments related to the pension plans, including amounts to be paid out of company assets and reflecting future expected service

2012	$ 21,668
2013	22,435
2014	23,424
2015	24,569
2016	25,738
2017-2021	144,261

Other Postretirement Benefits

Defined Benefit Plan Disclosure

Change in benefit obligation of postretirement plans

	December 31, 2011	December 31, 2010
Change in benefit obligation:		
Benefit obligation at beginning of year	$19,095	$14,832
Service cost	198	165
Interest cost	843	786
Paid benefits and expenses	(1,139)	(2,003)
Actuarial (gain) loss	(2,299)	5,315
Benefit obligation at end of year	$16,698	$19,095

Schedule of components of net pension expense

	Year ended December 31, 2011	2010	2009
Components of net post-retirement benefit cost:			
Service cost	$ 198	$ 165	$ 160
Interest cost	843	786	836
Amortization of transition obligation	62	62	62
Net amortization of actuarial losses	1,291	882	773
Net postretirement benefit cost	$ 2,394	$ 1,895	$ 1,831

Earnings Per Share (Details) (USD $) In Thousands, except Share data, unless otherwise specified	3 Months Ended								12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Earnings Per Share											
Net income attributable to Amphenol Corporation shareholders	$ 113,859	$ 134,623	$ 147,751	$ 127,958	$ 131,113	$ 137,268	$ 129,671	$ 98,353	$ 524,191	$ 496,405	$ 317,834
Basic average common shares outstanding (in shares)									169,640,115	173,785,650	171,607,643
Effect of dilutive stock options (in shares)									2,185,473	2,540,343	2,334,109
Dilutive average common shares outstanding (in shares)									171,825,588	176,325,993	173,941,752
Earnings per share:											
Basic (in dollars per share)	$ 0.69	$ 0.80	$ 0.86	$ 0.73	$ 0.75	$ 0.79	$ 0.75	$ 0.57	$ 3.09	$ 2.86	$ 1.85
Diluted (in dollars per share)	$ 0.69	$ 0.79	$ 0.85	$ 0.72	$ 0.74	$ 0.78	$ 0.74	$ 0.56	$ 3.05	$ 2.82	$ 1.83
Anti-dilutive shares, excluded from the computations of earning per share (in shares)									4,286,519	2,570,500	2,062,700

Casualty Loss Related to Flood	12 Months Ended Dec. 31, 2011
Casualty Loss Related to Flood	
Casualty Loss Related to Flood	***Note 14—Casualty Loss Related to Flood*** The Company incurred damage at its Sidney, New York manufacturing facility as a result of severe and sudden flooding in New York State in early September 2011. As a result, the Company recorded a charge of approximately $21,500 ($13,500 after taxes), for property-related damage, as well as cleanup and repair efforts incurred through December 31, 2011, net of insurance recoveries. This charge includes the Company's loss for damaged inventory and machinery and equipment. The Sidney facility had limited manufacturing and sales activity primarily during the third quarter of 2011, but the plant was substantially back to full production by the end of the fourth quarter of 2011.

Summary of Significant Accounting Policies (Policies)	12 Months Ended Dec. 31, 2011
Summary of Significant Accounting Policies	
Use of Estimates	The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions made by management include the fair value of acquired assets and liabilities, stock-based compensation, pension obligations, gains or losses on derivative instruments, accounting for income taxes, inventories, goodwill and other matters that affect the consolidated financial statements and related disclosures. Actual results could differ from those estimates.
Principles of Consolidation	The consolidated financial statements include the accounts of the Company and its wholly owned and majority owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.
Cash and Cash Equivalents	Cash and cash equivalents consist of cash and liquid investments with an original maturity of less than three months. The carrying amounts approximate fair values of those instruments, the majority of which are in non-U.S. bank accounts.
Accounts Receivable	Accounts receivable is stated at net realizable value. The Company regularly reviews accounts receivable balances and adjusts the receivable reserves as necessary whenever events or circumstances indicate the carrying value may not be recoverable.
Inventories	Inventories are stated at the lower of standard cost, which approximates average cost, or market. The principal components of cost included in inventories are materials, direct labor and manufacturing overhead. The Company regularly reviews inventory quantities on hand and evaluates the realizability of inventories and adjusts the carrying value as necessary based on forecasted product demand.
Depreciable Assets	Property, plant and equipment are carried at cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over the respective asset lives determined on a composite basis by asset group or on a specific item basis using the estimated useful lives of such assets, which range from 3 to 12 years for machinery and equipment and 20 to 40 years for buildings. Leasehold building improvements are depreciated over the shorter of the lease term or estimated useful life. It is the Company's policy to periodically review fixed asset lives. Depreciation expense is included in both cost of sales and selling, general and administrative expense in the Consolidated Statements of Income based on the specific categorization and use of the underlying asset being depreciated. The Company assesses the impairment of property and equipment subject to depreciation, whenever events or changes in circumstances indicate the carrying value may not be recoverable. Factors the Company considers important, which could trigger an impairment review, include significant changes in the manner of our use of the asset, significant changes in historical trends in operating performance, significant changes in projected operating performance, and significant negative economic trends. There have been no significant impairments recorded as a result of such reviews during any of the periods presented.
Goodwill	The Company performs its annual evaluation for the impairment of goodwill for the Company's reporting units as of each June 30. The Company has defined its reporting units as the two reportable business segments "Interconnect Products and Assemblies" and "Cable Products", as the components of these reportable business segments have similar economic characteristics. Goodwill impairment for each reporting unit is evaluated using a two-step approach requiring the Company to determine the fair value of the reporting unit and to compare that to the carrying value of the reporting unit. If the carrying value exceeded the fair value, the goodwill of the reporting unit would be potentially impaired and a second step of testing would be performed to measure the impairment loss. The second step of the goodwill impairment test would require the comparison of the implied fair value of reporting unit goodwill to the carrying amount of that goodwill. If the carrying amount of reporting unit goodwill exceeds its fair value, an impairment loss would be recognized in an amount equal to the excess. The second step of the goodwill

impairment test was not required during any of the periods presented in the accompanying Consolidated Financial Statements. As of June 30, 2011, and for each previous year in which the impairment test has been performed, the estimated fair value of the Company's reporting units exceeded their carrying values and therefore no impairment was recognized.

Intangible Assets

Intangible assets are included in other long-term assets and consist primarily of proprietary technology, customer relationships and license agreements and are amortized over the estimated periods of benefit. The Company assesses the impairment of long-lived assets, other than goodwill, including identifiable intangible assets subject to amortization, whenever significant events or significant changes in circumstances indicate the carrying value may not be recoverable. Factors the Company considers important, which could trigger an impairment review, include significant changes in the manner of the use of the asset, changes in historical trends in operating performance, significant changes in projected operating performance, and significant negative economic trends. There have been no impairments recorded during any of the periods presented as a result of such reviews.

Revenue Recognition

The Company's primary source of revenues is from product sales to its customers. Revenue from sales of the Company's products is recognized at the time the goods are delivered and title passes, provided the earning process is complete and revenue is measurable. Delivery is determined by the Company's shipping terms, which are primarily FOB shipping point. Revenue is recorded at the net amount to be received after deductions for estimated discounts, allowances and returns. These estimates and related reserves are determined and adjusted as needed based upon historical experience, contract terms and other related factors.

The shipping costs for the majority of the Company's sales are paid directly by the Company's customers. In the broadband communications market (approximately 7% of consolidated sales in 2011), the Company pays for shipping costs to the majority of its customers. Shipping costs are also paid by the Company for certain customers in the Interconnect Products and Assemblies segment. Amounts billed to customers related to shipping costs are immaterial and are included in net sales. Shipping costs incurred to transport products to the customer which are not reimbursed are included in selling, general and administrative expense.

Retirement Pension Plans

Costs for retirement pension plans include current service costs and amortization of prior service costs over the average working life expectancy. It is the Company's policy to fund current pension costs taking into consideration minimum funding requirements and maximum tax deductible limitations. The expense of retiree medical benefit programs is recognized during the employees' service with the Company as well as amortization of a transition obligation previously recognized. The recognition of expense for retirement pension plans and medical benefit programs is significantly impacted by estimates made by management such as discount rates used to value certain liabilities, expected return on assets and future health care costs. The Company uses third-party specialists to assist management in appropriately measuring the expense associated with pension and other post-retirement plan benefits.

Stock Options

The Company accounts for its option awards based on the fair value of the award at the date of grant and recognizes compensation expense over the service period that the awards are expected to vest. The Company recognizes expense for stock-based compensation with graded vesting on a straight-line basis over the vesting period of the entire award. Stock-based compensation expense includes the estimated effects of forfeitures, and estimates of forfeitures are adjusted over the requisite service period to the extent actual forfeitures differ, or are expected to differ from such estimates. Changes in estimated forfeitures are recognized in the period of change and also impact the amount of expense to be recognized in future periods.

Income Taxes

Deferred income taxes are provided for revenue and expenses which are recognized in different periods for income tax and financial statement reporting purposes. At December 31, 2011, the cumulative amount of undistributed earnings of foreign affiliated companies was approximately $2,100,000. Deferred income taxes are not provided on undistributed earnings of foreign affiliated companies which are considered to be permanently invested. It is not practicable to estimate the amount of tax that might be payable if undistributed earnings were to be repatriated as there is a significant amount of uncertainty with respect to the tax impact of the remittance of these earnings due to the fact that dividends received from foreign subsidiaries could bring additional foreign tax credits, which could ultimately reduce the U.S. tax cost of the dividend. These uncertainties are further complicated by the significant number of foreign tax jurisdictions involved. Deferred tax assets are regularly assessed for recoverability based on both historical and anticipated earnings levels and a valuation allowance is recorded when it is more likely than not that these amounts will not be recovered. The tax effects of an uncertain tax position taken or expected to be taken in income tax returns are recognized only if it is "more likely than not" to be sustained on examination by the taxing authorities, based on its technical merits as of the reporting date. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. The Company includes estimated interest and penalties related to unrecognized tax benefits in the provision for income taxes.

Foreign Currency Translation

The financial position and results of operations of the Company's significant foreign subsidiaries are measured using local currency as the functional currency. Assets and liabilities of such subsidiaries have been translated at current exchange rates and related revenues and expenses have been translated at weighted average exchange rates. The aggregate effect of translation adjustments is included as a component of accumulated other comprehensive income (loss) within equity. Transaction gains and losses related to operating assets and liabilities are included in selling, general and administrative expense, and those related to non-operating assets and liabilities are included in other expense, net.

Research and Development

Costs incurred in connection with the development of new products and applications are expensed as incurred.

Environmental Obligations

The Company recognizes the potential cost for environmental remediation activities when site assessments are made, remediation efforts are probable and related amounts can be reasonably estimated; potential insurance reimbursements are not recorded. The Company assesses its environmental liabilities as necessary and appropriate through regular reviews of contractual commitments, site assessments, feasibility studies and formal remedial design and action plans.

Net Income per Common Share

Basic income per common share is based on the net income attributable to Amphenol Corporation for the year divided by the weighted average number of common shares outstanding. Diluted income per common share assumes the exercise of outstanding, dilutive stock options using the treasury stock method.

Derivative Financial Instruments

Derivative financial instruments, which are periodically used by the Company in the management of its interest rate and foreign currency exposures, are accounted for as cash flow hedges. Gains and losses on derivatives designated as cash flow hedges resulting from changes in fair value are recorded in accumulated other comprehensive income (loss), and subsequently reflected in net income in a manner that matches the timing of the actual income or expense of such instruments with the hedged transaction. Any ineffective portion of the change in the fair value of designated hedging instruments is included in the Consolidated Statements of Income.

Equity (Details 2) (USD $) In Thousands, except Share data, unless otherwise specified	1 Months Ended	3 Months Ended								12 Months Ended				1 Months Ended	3 Months Ended	12 Months Ended		3 Months Ended
	Jan. 31, 2012	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Jan. 31, 2011 Y	Feb. 29, 2012 Repurchase of common stock	Dec. 31, 2010 Repurchase of common stock	Dec. 31, 2011 Repurchase of common stock	Feb. 17, 2012 Repurchase of common stock	Dec. 31, 2011 Dividend Paid
Equity																		
Dividends declared (in dollars per share)	$ 0.105	$ 0.015	$ 0.015	$ 0.015	$ 0.015	$ 0.015	$ 0.015	$ 0.015	$ 0.015	$ 0.06	$ 0.06	$ 0.06						
Cumulative dividends declared										$ 10,097	$ 10,449	$ 10,308						
Number of shares authorized to be repurchased under the current open-market stock repurchase program (in shares)													20,000,000					
Repurchase of stock program, period (in years)													3					
Statement																		
Number of shares repurchased under the current open-market stock repurchase program (in shares)														1,110,079		13,428,389		
Payments for shares repurchased under the current open-market stock repurchase program (in dollars)										672,191				60,621		672,191		
Remaining number of shares authorized to be repurchased under the current open-market stock repurchase program (in shares)																6,571,611	5,461,532	
Fourth quarter dividend paid, per share (in dollars per share)															$ 0.015			$ 0.015
Dividend paid (in dollars)										$ 10,282	$ 10,413	$ 10,279						$ 2,447

Summary of Significant Accounting Policies (Details 2)	12 Months Ended Dec. 31, 2011 Y
Machinery and Equipment	
Depreciable Assets	
Estimated useful life, low end of the range (in years)	3
Estimated useful life, high end of the range (in years)	12
Building	
Depreciable Assets	
Estimated useful life, low end of the range (in years)	20
Estimated useful life, high end of the range (in years)	40

Consolidated Balance Sheets (Parenthetical) (USD $) In Thousands, except Share data, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Consolidated Balance Sheets		
Accounts receivable, allowance for doubtful accounts (in dollars)	$ 11,113	$ 14,946
Class A Common Stock, par value (in dollars per share)	$ 0.001	$ 0.001
Class A Common Stock, shares authorized	500,000,000	500,000,000
Class A Common Stock, shares issued	163,122,474	175,550,683
Class A Common Stock, shares outstanding	163,122,474	175,550,683

Contingent Consideration	12 Months Ended Dec. 31, 2011

Contingent Consideration

Contingent Consideration

Note 3—Contingent Consideration

In connection with an acquisition made during 2010, the Company made a contingent consideration payment to the sellers in April 2011 of $40,000 based on certain 2010 profitability levels of the acquired company. The Company was also required to make a contingent consideration payment to the sellers in 2012, if certain 2011 profitability levels of the acquired company were achieved, up to a maximum aggregate undiscounted amount of $19,000.

The Company determined the fair value of the liability for this contingent consideration payment based on a probability-weighted approach, which through the first quarter of 2011 would have resulted in the maximum contingent consideration being paid. During the second quarter of 2011, the acquired company's performance expectations were reduced as a result of a softening in demand in the defense market and the related deferral of certain defense related programs to periods beyond 2011 and therefore outside the contractual earn-out period. Therefore, it was determined that the payment related to 2011 profitability levels was no longer probable and the Company adjusted the remaining contingent consideration liability of $17,813 as a gain in operating income. Based on the actual 2011 results of the acquired company, it has been confirmed that the 2012 contingent consideration payment is in fact not payable. As a result, the Company recorded approximately $17,800 ($11,200 after taxes), for the reversal of the contingent consideration in 2011.

Business Combinations (Details) (Interconnect Products and Assemblies segment, USD $) In Thousands, unless otherwise specified	12 Months Ended Dec. 31, 2011 business
Interconnect Products and Assemblies segment	
Business Acquisition	
Goodwill recognized during the period, related to business acquisition	$ 212,800
Number of Business Acquired	2

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS (Details) (Receivable Reserves, USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Receivable Reserves			
Movement in Valuation Allowances and Reserves			
Balance at the beginning of the period	$ 14,946	$ 18,785	$ 14,982
Charged to cost and expenses	(347)	498	4,392
Additions (Deductions)	(3,486)	(4,337)	(589)
Balance at the end of the period	$ 11,113	$ 14,946	$ 18,785

Summary of Significant Accounting Policies (Tables)	12 Months Ended Dec. 31, 2011
Summary of Significant Accounting Policies	
Fair value of stock options has been estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:	

	2011	2010	2009
Risk free interest rate	1.7%	2.2%	2.2%
Expected life	4.6 years	5.6 years	5.6 years
Expected volatility	28.0%	33.0%	34.0%
Expected dividend yield	0.1%	0.1%	0.2%

Other Income (Expense), net (Tables)	12 Months Ended Dec. 31, 2011

Other Income (Expense), net

Schedule of components of other income (expense)

	Year Ended December 31,		
	2011	2010	2009
Program fees on sale of accounts receivable (Note 2)	$ —	$ —	$ (1,539)
Agency and commitment fees	(1,192)	(1,656)	(1,842)
Interest income	10,245	5,046	2,154
Other	(950)	682	2
	$ 8,103	$ 4,072	$ (1,225)

Reportable Business Segments and International Operations	12 Months Ended Dec. 31, 2011

Reportable Business Segments and International Operations

Reportable Business Segments and International Operations

Note 13—Reportable Business Segments and International Operations

The Company has two reportable business segments: (i) Interconnect Products and Assemblies and (ii) Cable Products. The Interconnect Products and Assemblies segment produces connectors and connector assemblies primarily for the communications, aerospace, industrial and automotive markets. The Cable Products segment produces coaxial and flat ribbon cable and related products primarily for communication markets, including cable television. The accounting policies of the segments are the same as those for the Company as a whole and are described in Note 1 herein. The Company evaluates the performance of business units on, among other things, profit or loss from operations before interest, headquarters' expense allocations, stock-based compensation expense, income taxes, amortization related to certain intangible assets and nonrecurring gains and losses.

	Interconnect Products and Assemblies			Cable Products			Total		
	2011	2010	2009	2011	2010	2009	2011	2010	2009
Net sales									
—external	$ 3,666,042	$ 3,293,119	$ 2,566,578	$273,744	$260,982	$253,487	$ 3,939,786	$ 3,554,101	$ 2,820,065
—intersegment	5,645	3,002	3,158	23,118	19,722	12,041	28,763	22,724	15,199
Depreciation and amortization	107,021	93,641	88,027	3,177	3,493	3,714	110,198	97,134	91,741
Segment operating income	787,323	725,946	505,772	34,813	35,472	38,751	822,136	761,418	544,523
Segment assets	2,333,249	2,253,638	1,623,556	104,163	83,961	77,319	2,437.412	2,337,599	1,700,875
Additions to property, plant and equipment	97,459	106,267	61,001	2,570	3,165	1,851	100,029	109,432	62,852

Reconciliation of segment operating income to consolidated income before income taxes:

	2011	2010	2009
Segment operating income	$ 822,136	$ 761,418	$ 544,523
Interest expense	(43,029)	(40,741)	(36,586)
Interest income	10,245	5,046	2,154
Early extinguishment of interest rate swaps	—	—	(4,575)
Stock-based compensation expense	(28,679)	(25,385)	(20,240)
Casualty loss related to flood	(21,479)	—	—
Change in contingent acquisition related obligation	17,813	—	—
Acquisition-related expenses	(2,000)	—	—
Other costs, net	(38,255)	(36,650)	(38,749)
Consolidated income before income taxes	$ 716,752	$ 663,688	$ 446,527

Reconciliation of segment assets to consolidated total assets:

	2011	2010
Segment assets excluding goodwill	$ 2,437,412	$ 2,337,599
Goodwill	1,746,113	1,533,299
Other assets	261,700	144,959
Consolidated total assets	$ 4,445,225	$ 4,015,857

Geographic information:

	Net sales			Land and depreciable assets, net	
	2011	2010	2009	2011	2010
United States	$1,268,936	$1,258,167	$1,001,742	$ 110,042	$ 116,591
China	980,239	851,626	611,877	131,001	131,805
Other international locations	1,690,611	1,444,308	1,206,446	139,458	118,600
Total	$3,939,786	$3,554,101	$2,820,065	$ 380,501	$ 366,966

Revenues by geographic area are based on the customer location to which the product is shipped.