

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-12**
SEC Accession No. **0001276458-05-000005**

([HTML Version](#) on secdatabase.com)

ISSUER

AMPHENOL CORP /DE/

CIK: **820313** | IRS No.: **222785165** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3678** Electronic connectors

Business Address
358 HALL AVE
WALLINGFORD CT 06492
2032658900

REPORTING OWNER

LOEFFLER MARTIN H

CIK: **1259705**
Type: **4** | Act: **34** | File No.: **001-10879** | Film No.: **05792321**

Mailing Address
187 EAST SHORE RD
MORRIS CT 06763

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden hours per response 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person LOEFFLER MARTIN H			2. Issuer Name and Ticker or Trading Symbol AMPHENOL CORP /DE/ [APH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CHRMN, PRES & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/12/2005			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
187 EAST SHORE ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) MORRIS, CT 06763								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Class A Common Stock							20,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$6.5							(1)	05/18/2007	Class A Common Stock	304,570	304,570	D	
Stock Option	\$9.5469							04/22/2000	04/21/2009	Class A Common Stock	210,000	210,000	D	
Stock Option	\$14.5							04/08/1999	04/07/2008	Class A Common Stock	140,000	140,000	D	
Stock Option	\$20.09							04/15/2004	04/15/2013	Class A Common Stock	250,000	250,000	D	

Stock Option	\$20.615						04/25/2002	04/25/2011	Class A Common Stock	200,000		200,000	D	
Stock Option	\$21.905						05/02/2003	05/02/2012	Class A Common Stock	300,000		300,000	D	
Stock Option	\$24.7813						06/06/2001	06/06/2010	Class A Common Stock	334,000		334,000	D	
Stock Option	\$30.15						04/16/2005	04/16/2014	Class A Common Stock	200,000		200,000	D	
Stock Option	\$36.79	04/12/2005		<u>A</u>		200,000	04/12/2006 ⁽²⁾	04/12/2015	Class A Common Stock	200,000	\$ 0	200,000	D	

Explanation of Responses:

2. Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.

1. 100% Vested

Signatures

Edward C. Wetmore, POA

** Signature of Reporting Person

05/02/2005

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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