

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**

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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

NORWITT RICHARD ADAM

CIK: **1276461**
Type: **4** | Act: **34** | File No.: **001-10879** | Film No.: **05792346**

Business Address
9223 AVALON VALLEY DRIVE
DANBURY CT 06810
2039949903

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 NORWITT RICHARD ADAM			2. Issuer Name and Ticker or Trading Symbol AMPHENOL CORP /DE/ [APH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP & GROUP GM, RF & MICRO PROD		
(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		
34 GRIFFITH LANE (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
RIDGEFIELD, CT 06877 (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)	Price			
Class A Common Stock								448	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	Title	Amount or Number of Shares				
Stock Option	\$20.09							04/15/2004	04/15/2013	Class A Common Stock	20,000		20,000	D	
Stock Option	\$20.615							04/25/2004	04/25/2011	Class A Common Stock	7,200		7,200	D	
Stock Option	\$21.905							05/02/2004	05/02/2012	Class A Common Stock	14,400		14,400	D	
Stock Option	\$24.7813							06/06/2004	06/06/2010 ⁽¹⁾	Class A Common Stock	5,000		5,000	D	

Stock Option	\$30.185						11/17/2004	11/17/2013	Class A Common Stock	40,000		40,000	D	
Stock Option	\$36.79	04/12/2005		<u>A</u>	26,000		04/12/2006	04/12/2015	Class A Common Stock	26,000	\$ 0	26,000	D	

Explanation of Responses:

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

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.