

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

REARDON DIANA G

CIK: **1259707**
Type: **4** | Act: **34** | File No.: **001-10879** | Film No.: **05792348**

Mailing Address
25 FREEDOM WAY
GLASTONBURY CT 06033

Business Address
860-657-3498

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 REARDON DIANA G			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) SR VP CFO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/12/2005			
25 FREEDOM WAY			4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(Street)						
GLASTONBURY, CT 06033						
(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			

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	\$9.5469							(I)	04/21/2009	Class A Common Stock	2,520		2,520	D		
Stock Option	\$20.09								04/15/2004	04/15/2013	Class A Common Stock	24,000		24,000	D	
Stock Option	\$20.615								04/25/2002	04/25/2011	Class A Common Stock	15,304		15,304	D	
Stock Option	\$21.905								05/02/2003	05/02/2012	Class A Common Stock	24,000		24,000	D	

Stock Option	\$24.7813						06/06/2001	06/06/2010	Class A Common Stock	46,000		46,000	D	
Stock Option	\$30.15						04/16/2005	04/16/2014	Class A Common Stock	30,000		30,000	D	
Stock Option	\$33.55						10/19/2005	10/19/2014	Class A Common Stock	20,000		20,000	D	
Stock Option	\$36.79	04/12/2005		<u>A</u>		50,000	04/12/2006 ⁽²⁾	04/12/2015	Class A Common Stock	50,000	\$ 0	50,000	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.