

AMPHENOL CORP /DE/
Form 4
February 29, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LIETZ ANDREW E

(Last) (First) (Middle)
47 SPRING ROAD
(Street)
RYE, NH 03870
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/28/2012		M	4,300 A	\$ 16.18 4,300	D	
Class A Common Stock	02/28/2012		M	4,300 A	\$ 20.96 8,600	D	
Class A Common Stock	02/28/2012		M	4,300 A	\$ 26.865 12,900	D	
Class A Common Stock	02/28/2012		M	5,884 A	\$ 34.55 18,784	D	

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Class A Common Stock	02/28/2012	M	5,884	A	\$ 45.95	24,668	D
Class A Common Stock	02/28/2012	M	3,517	A	\$ 32.01	28,185	D
Class A Common Stock	02/28/2012	M	1,665	A	\$ 42.99	29,850	D
Class A Common Stock	02/28/2012	S	29,850 (1) (4)	D	\$ 56.219	0	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 16.18	02/28/2012		M	4,300	05/27/2005	05/27/2014	Class A Common Stock	4,300
Stock Option	\$ 20.96	02/28/2012		M	4,300	05/26/2006	05/26/2015	Class A Common Stock	4,300
Stock Option	\$ 26.865	02/28/2012		M	4,300	05/25/2007	05/25/2016	Class A Common Stock	4,300
Stock Option (3)	\$ 34.55	02/28/2012		M	5,884	05/24/2008 ⁽²⁾	05/24/2017	Class A Common Stock	5,884

Stock Option	Price	Grant Date	Exercise Type	Quantity	Exercise Start	Exercise End	Class	Shares
Stock Option	\$ 45.95	02/28/2012	M	5,884	05/22/2009 ⁽²⁾	05/21/2018	Class A Common Stock	5,884
Stock Option	\$ 32.01	02/28/2012	M	3,517	05/21/2010	05/20/2019	Class A Common Stock	3,517
Stock Option	\$ 42.99	02/28/2012	M	1,665	05/27/2011	05/27/2020	Class A Common Stock	1,665

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIETZ ANDREW E 47 SPRING ROAD RYE, NH 03870	X			

Signatures

Edward C.
Wetmore, POA

02/29/2012

 Signature of Reporting
Person

Date

Explanation of Responses:

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

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

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the

- (1) SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Date Exercisable: 1/3 per year commencing on first anniversary of date of grant.
- (3) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.
- (4) This transaction was executed in multiple trades ranging from \$56.050 to \$56.301.

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

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