

AMPHENOL CORP /DE/
Form 4
August 12, 2008

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 *
LOEFFLER MARTIN H

(Last) (First) (Middle)
187 EAST SHORE ROAD
(Street)
MORRIS, CT 06763
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2008

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)
CHAIRMAN & CEO

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/08/2008		M		7,000	A	\$ 10.3075
Class A Common Stock	08/08/2008		M		47,777	A	\$ 12.3907
Class A Common Stock	08/08/2008		S		47,777	D	\$ 49.6465 (1) (2)
Class A Common	08/08/2008		S		7,000	D	\$ 50.5

Stock

Class A Common Stock	08/11/2008	M	104,073	A	\$ 10.3075	143,673	D
Class A Common Stock	08/11/2008	S	104,073	D	\$ 50.9544 <u>(3) (2)</u>	39,600	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 10.3075	08/08/2008		M	7,000	04/25/2006 ⁽⁴⁾ 04/25/2011	Class A Common Stock	7,000	
Stock Option	\$ 12.3907	08/08/2008		M	47,777	06/06/2005 ⁽⁴⁾ 06/06/2010	Class A Common Stock	47,777	
Stock Option	\$ 10.3075	08/11/2008		M	104,073	04/25/2006 ⁽⁴⁾ 04/25/2011	Class A Common Stock	104,073	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOEFFLER MARTIN H 187 EAST SHORE ROAD MORRIS, CT 06763	X		CHAIRMAN & CEO	

Signatures

Edward C.
Wetmore, POA

08/12/2008

__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).
- (3) This transaction was executed in multiple trades at prices ranging from \$50.50 to \$51.20.
- (1) This transaction was executed in multiple trades at prices ranging from \$49.25 to \$50.00.
The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the
- (2) 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.
- (4) 100% Vested

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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