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AMPHENOL CORP /DE/ Form 5 Febr F

February 14, 2011								
FORM 5					OMB A	PPROVAL		
UNITED	OMB Number:	3235-0362						
Check this box if Washington, D.C. 20549						January 31, 2005		
to Section 16. Form 4 or Form ANN 5 obligations may continue. <i>See</i> Instruction	burden hou	Estimated average burden hours per response 1.0						
1(b). Filed pur Form 3 Holdings Section 17(Reported Form 4 Transactions Reported	a) of the Public U	Jtility Holdi	Securities Exchang ng Company Act o Company Act of 194	f 1935 or Section	n			
1. Name and Address of Reporting LIETZ ANDREW E		cker or Trading RP /DE/ [APH]	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (N			's Fiscal Year Ended	(Chec	k all applicabl	e)		
	Day/Year) 2010		_X_Director10% Owner Officer (give titleOther (specify below)below)					
47 SPRING ROAD				ŕ	,			
(Street) 4. If Amendment, Date Original 6. Inc Filed(Month/Day/Year)				6. Individual or Jo	lividual or Joint/Group Reporting			
		<i>-</i>		(check	k applicable line	e)		
RYE, NH 03870				_X_ Form Filed by	One Perperting I	Darson		
				Form Filed by N Person				
(City) (State)	(Zip) Tal	ble I - Non-De	rivative Securities Acc	quired, Disposed of	, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	Securities F Beneficially (Owned at end I of Issuer's (Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct D) or ndirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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 control number.						SEC 2270 (9-02)		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pi
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	of	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Inst
	Derivative				Acquired			

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	Security			 (A) or Disposed of (D) (Instr. 3, 4, and 5) 							
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$0	01/04/2010	Â	А	8.01	Â	(2)	(2)	Class A Common Stock	8.01	\$ 3
Phantom Stock (1)	\$0	04/01/2010	Â	А	6.67	Â	(2)	(2)	Class A Common Stock	6.67	\$ 4
Phantom Stock (1)	\$0	07/01/2010	Â	А	7.04	Â	(2)	(2)	Class A Common Stock	7.04	\$ 2
Phantom Stock (1)	\$0	10/01/2010	Â	А	7.48	Â	(2)	(2)	Class A Common Stock	7.48	\$ 4
Phantom Stock (1)	\$0	01/01/2011	Â	А	6.09	Â	(2)	(2)	Class A Common Stock	6.09	\$ 2

Reporting Owners

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

Signatures

Edward C. 02/10/2011 Wetmore, POA 02/10/2011 <u>**Signature of Reporting Date</u>

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).
- (1) Phantom Stock Units convert to Class A Common Stock on a one-for-one basis.
- Under the Amphenol Corporation Directors' Compensation Plan, the Reporting Person is entitled to receive shares of Class A common
- (2) stock on a one-for-one basis upon the later of the first day of the year following the Reporting Person's retirement or separation from the board of directors or six months after such event.

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

Reporting Owners

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