

AMPHENOL CORP /DE/

Form 4

May 15, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER LUC

(Last) (First) (Middle)

**C/O AMPHENOL
CORPORATION, 358 HALL
AVENUE**

(Street)

WALLINGFORD, CT 06492

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMPHENOL CORP /DE/ [APH]

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

05/13/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SR VP & GGM EUR MIL & AERO OPS

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/13/2013		M		8,100	A	\$ 34.55	12,464	D
Class A Common Stock	05/13/2013		S		8,100	D	<u>\$ 80.0001</u> <u>(1) (2)</u>	4,364	D
Class A Common Stock	05/14/2013		M		55,900	A	\$ 34.55	60,264	D
Class A	05/14/2013		S		55,900	D	\$ 80.126	4,364	D

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Common Stock					(2) (3)		
Class A Common Stock	05/14/2013	M	4,000	A	\$ 32.01	8,364	D
Class A Common Stock	05/14/2013	S	4,000	D	\$ 80.126 (2) (3)	4,364	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 or Number of Shares
Stock Option	\$ 34.55	05/13/2013		M	8,100	05/24/2008 ⁽⁴⁾ 05/24/2017	Class A Common Stock 8,100
Stock Option	\$ 34.55	05/14/2013		M	55,900	05/24/2008 ⁽⁴⁾ 05/24/2017	Class A Common Stock 55,900
Stock Option	\$ 32.01	05/14/2013		M	4,000	05/21/2010 05/20/2019	Class A Common Stock 4,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALTER LUC C/O AMPHENOL CORPORATION 358 HALL AVENUE	SR VP & GGM EUR MIL & AERO OPS

WALLINGFORD, CT 06492

Signatures

Edward C.
Wetmore, POA

05/15/2013

__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).
- (1) This transaction was executed in multiple trades at prices ranging from \$80.00 to \$80.01.
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.
- (3) This transaction was executed in multiple trades at prices ranging from \$80.00 to \$80.25.
- (4) Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.
- (5) Securities owned reflect 2-for-1 Stock Split effective March 30, 2007.

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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