AMPHENOL CORP /DE/

Form 4 May 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **MONTEITH JEROME** Issuer Symbol AMPHENOL CORP /DE/ [APH] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title C/O AMPHENOL 05/20/2013 below) CORPORATION, 358 HALL VICE PRESIDENT HUMAN RESOURCES **AVENUE**

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

WALLINGFORD, CT 06492

(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. Transactic Code (Instr. 8)	4. Securition Disposi (Instr. 3, 4	ed of (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	05/20/2013		M	2,500	A	\$ 53.48	2,500	D	
	Class A Common Stock	05/20/2013		S	2,500	D	\$ 82.032	0	D	
	Class A Common Stock	05/21/2013		M	4,100	A	\$ 53.48	4,100	D	
	Class A	05/21/2013		S	4,100	D	\$	0	D	

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Common Stock					81.2372 (1) (2)		
Class A Common Stock	05/21/2013	M	11,600	A	\$ 32.01	11,600	D
Class A Common Stock	05/21/2013	S	11,600	D	\$ 81.2372 (1) (2)	0	D
Class A Common Stock	05/21/2013	M	14,000	A	\$ 42.99	14,000	D
Class A Common Stock	05/21/2013	S	14,000	D	\$ 81.2372 (1) (2)	0	D

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	\$ 53.48	05/20/2013		M		2,500	05/26/2012	05/26/2021	Class A Common Stock	2,500
Stock Option	\$ 53.48	05/21/2013		M		4,100	05/26/2012	05/26/2021	Class A Common Stock	4,100
Stock Option	\$ 32.01	05/21/2013		M		11,600	05/21/2010	05/20/2019	Class A Common Stock	11,600
Stock Option	\$ 42.99	05/21/2013		M		14,000	05/27/2011	05/27/2020	Class A Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MONTEITH JEROME C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492

VICE PRESIDENT HUMAN RESOURCES

Signatures

Edward C. Wetmore, POA 05/22/2013

**Signature of Reporting Date
Person

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 \$81.07 to \$81.63.
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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