

AMPHENOL CORP /DE/  
Form 4  
May 04, 2015

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**NORWITT RICHARD ADAM**

(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)

**05/01/2015**

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)

President & 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)
Class A Common Stock	05/01/2015		M	200,000	A \$ 22.975	269,922	D
Class A Common Stock	05/01/2015		S	166,000	D \$ (1) (2) 56.1502	103,922	D

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  
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SEC 1474  
(9-02)

number.

**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 22.975	05/01/2015		M	200,000	05/22/2009	05/21/2018	Class A Common Stock	20
Stock Option	\$ 16.005					05/21/2010	05/20/2019	Class A Common Stock	67
Stock Option	\$ 21.495					05/27/2011	05/27/2020	Class A Common Stock	62
Stock Option	\$ 26.74					05/26/2012	05/26/2021	Class A Common Stock	59
Stock Option	\$ 26.63					05/24/2013	05/24/2022	Class A Common Stock	66
Stock Option	\$ 39					05/23/2014	05/23/2023	Class A Common Stock	56
Stock Option	\$ 47.715					05/22/2015	05/22/2024	Class A Common Stock	60
Stock Option-Trust	\$ 16.005					05/21/2010	05/20/2019	Class A Common Stock	29

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORWITT RICHARD ADAM C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	X		President & CEO	

## Signatures

Edward C.  
Wetmore, POA

05/04/2015

\_\_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 \$56.00 to \$56.48.

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) Securities owned reflect 2-for-1 Stock Split effective October 9, 2014.

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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