

AMPHENOL CORP /DE/

Form 4

January 26, 2006

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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2005
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(Print or Type Responses)

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

(Last) (First) (Middle)

34 GRIFFITH LANE

(Street)

RIDGEFIELD, CT 06877

(City) (State) (Zip)

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

AMPHENOL CORP /DE/ [APH]

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

01/24/2006

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)
VP & GROUP GM, RF & MICRO PROD

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	01/24/2006		M		8,000	A	\$ 20.09	8,448	D
Class A Common Stock	01/24/2006		M		4,800	A	\$ 20.615	13,248	D
Class A Common Stock	01/24/2006		M		7,200	A	\$ 21.905	20,448	D
Class A Common	01/24/2006		M		5,000	A	\$ 24.7813	25,448	D

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Stock

Class A

Common	01/24/2006		M	16,000	A	\$ 30.185	41,448		D
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Stock

Class A

Common	01/24/2006		S	41,000	D	\$ 49.3856	448		D
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Stock

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 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. 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	\$ 36.79							04/12/2006	04/12/2015	Class A Common Stock	26,000
Stock Option	\$ 20.09	01/24/2006		M		8,000		04/15/2005	04/15/2013	Class A Common Stock	8,000
Stock Option	\$ 20.615	01/24/2006		M		4,800		04/25/2005	04/25/2011	Class A Common Stock	4,800
Stock Option	\$ 21.905	01/24/2006		M		7,200		05/02/2005	05/02/2012	Class A Common Stock	7,200
Stock Option	\$ 24.7813	01/24/2006		M		5,000		06/06/2005	06/06/2010	Class A Common Stock	5,000
Stock Option	\$ 30.185	01/24/2006		M		16,000		11/17/2005	11/17/2013	Class A Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORWITT RICHARD ADAM 34 GRIFFITH LANE RIDGEFIELD, CT 06877			VP & GROUP GM, RF & MICRO PROD	

Signatures

Edward C. Wetmore, POA	01/26/2005
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__Signature of Reporting Person	Date
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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).

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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