AMPHENOL CORP /DE/

Form 4

April 03, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * BADIE RONALD P	2. Issuer Name **and** Ticker or Trading Symbol **AMPHENOL CORP /DE/ [APH]**	5. Relationship of Reporting Person(s) to Issuer
(Last)　　　(First)　　　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2008	(Check all applicable) __X__ Director　　_____ 10% Owner _____ Officer (give title _____ Other (specify below)　　　　　　below)
3747 CHEVY CHASE DRIVE		
(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 Person
FLINTRIDGE, CA 91011		
(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. 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								2,000	D	

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

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)		8. Pri Deri Secu (Inst
									Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V	(A)	(D)						
Phantom Stock [1]	$ 0	04/01/2008		A		344.49			[2]	[2]	Class A Common Stock	344.49	$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BADIE RONALD P 3747 CHEVY CHASE DRIVE FLINTRIDGE, CA 91011	X			

Signatures

Edward C. Wetmore	04/03/2008
**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)   Phantom Stock Units convert to Class A Common Stock on a one-for-one basis.

(2)   Under the Amphenol Corporation Directors' Compensation Plan, the Reporting Person is entitled to receive shares of Class A Common 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 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.