

AMPHENOL CORP /DE/
Form 4
April 27, 2010

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 *
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)

04/26/2010

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	04/26/2010		M		4,800	A	\$ 10.3075	5,696	D
Class A Common Stock	04/26/2010		M		14,400	A	\$ 10.9525	20,096	D
Class A Common Stock	04/26/2010		S		19,200	D	\$ 47.35 <u>(1)</u> <u>(2)</u>	896	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. 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	\$ 10.3075	04/26/2010		M	4,800	04/25/2004 ⁽³⁾ 04/25/2011	Class A Common Stock 4,800
Stock Option	\$ 10.9525	04/26/2010		M	14,400	05/02/2004 ⁽³⁾ 05/02/2012	Class A Common Stock 14,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NORWITT RICHARD ADAM 34 GRIFFITH LANE RIDGEFIELD, CT 06877	X President & CEO

Signatures

Edward C.
Wetmore, POA 04/27/2010

__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).

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the
(1) 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.

(2) This transaction was executed in multiple trades at prices ranging from \$47.35 TO \$47.38.

(3) 100% Vested

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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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