

AMPHENOL CORP /DE/

Form 4

August 22, 2012

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Clark Stanley L

(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)  
08/17/2012

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)

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	08/17/2012		M		8,000	A	\$ 19.235	24,000	D	
Class A Common Stock	08/17/2012		M		8,000	A	\$ 20.96	32,000	D	
Class A Common Stock	08/17/2012		M		8,000	A	\$ 26.865	40,000	D	
Class A Common Stock	08/17/2012		M		10,000	A	\$ 34.55	50,000	D	

Common  
Stock

Class A Common Stock	08/17/2012	M	10,000	A	\$ 45.95	60,000	D
----------------------------	------------	---	--------	---	----------	--------	---

Class A Common Stock	08/17/2012	M	10,000	A	\$ 32.01	70,000	D
----------------------------	------------	---	--------	---	----------	--------	---

Class A Common Stock	08/17/2012	M	6,667	A	\$ 42.99	76,667	D
----------------------------	------------	---	-------	---	----------	--------	---

Class A Common Stock	08/17/2012	M	3,333	A	\$ 53.48	80,000	D
----------------------------	------------	---	-------	---	----------	--------	---

Class A Common Stock	08/17/2012	S	64,000	D	\$ 62.4 (1) (2) (3)	16,000	D
----------------------------	------------	---	--------	---	------------------------	--------	---

Restricted Stock						2,347	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 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	\$ 19.235	08/17/2012		M	8,000	01/27/2006 01/27/2015	Class A Common Stock 8,000
Stock Option	\$ 20.96	08/17/2012		M	8,000	05/26/2006 05/26/2015	Class A Common Stock 8,000

Stock Option	\$ 26.865	08/17/2012	M	8,000	05/25/2007	05/25/2016	Class A Common Stock	8,000
Stock Option (4)	\$ 34.55	08/17/2012	M	10,000	05/24/2008 <sup>(5)</sup>	05/24/2017	Class A Common Stock	10,000
Stock Option	\$ 45.95	08/17/2012	M	10,000	05/22/2009 <sup>(5)</sup>	05/21/2018	Class A Common Stock	10,000
Stock Option	\$ 32.01	08/17/2012	M	10,000	05/21/2010	05/20/2019	Class A Common Stock	10,000
Stock Option	\$ 42.99	08/17/2012	M	6,667	05/27/2011	05/27/2020	Class A Common Stock	6,667
Stock Option	\$ 53.48	08/17/2012	M	3,333	05/26/2012	05/26/2021	Class A Common Stock	3,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Stanley L C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	X			

## Signatures

Edward C.  
Wetmore, POA

08/22/2012

\_\_\_\_\_  
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 \$62.26 to \$62.54.

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the 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) Inadvertent late filing

(4) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.

(5) Date Exercisable: 1/3 per year commencing on first anniversary of date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: AMPHENOL CORP /DE/ - Form 4

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.