

AMPHENOL CORP /DE/

Form 4

November 27, 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LIETZ ANDREW E**

(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)  
**11/26/2012**

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 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)
				(A) or (D)			
Class A Common Stock	11/26/2012		M	3,334	A \$ 32.01 27,483	D	
Class A Common Stock	11/26/2012		M	3,334	A \$ 42.99 30,817	D	
Class A Common Stock	11/26/2012		M	3,333	A \$ 53.48 34,150	D	
Class A	11/26/2012		S	7,000	D \$ 27,150	D	

Common  
Stock

61.315

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.**

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(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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option	\$ 32.01	11/26/2012		M	3,334	05/21/2010	05/20/2019	Class A Common Stock	3,334	
Stock Option	\$ 42.99	11/26/2012		M	3,334	05/27/2011	05/27/2020	Class A Common Stock	3,334	
Stock Option	\$ 53.48	11/26/2012		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
LIETZ ANDREW E C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	X

## Signatures

Edward C.  
Wetmore, POA 11/27/2012

\_\_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).

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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