

COHANE TIMOTHY F

Form 4

October 28, 2004

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 *
COHANE TIMOTHY F

(Last) (First) (Middle)

65 PINE BROOK COURT

(Street)

CHESHIRE, CT 06410

(City) (State) (Zip)

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

AMPHENOL CORP /DE/ [APH]

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

10/26/2004

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 below) ____ Other (specify below)

Senior Vice President

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	10/26/2004		M		700	A	\$ 6.5 700
Class A Common Stock	10/26/2004		S		700	D	\$ 34.3 0
Class A Common Stock	10/27/2004		M		99,300	A	\$ 6.5 99,300
Class A Common	10/27/2004		S		99,300	D	\$ 34.2146 0

Stock

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

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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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.5	10/26/2004		M		700		05/19/2002	05/18/2007	Class A Common Stock	700
Stock Option	\$ 6.5	10/27/2004		M		99,300		05/19/2002	05/18/2007	Class A Common Stock	99,300
Stock Option	\$ 9.5469							04/22/2000	04/21/2009	Class A Common Stock	40,000
Stock Option	\$ 14.5							04/08/1999	04/07/2008	Class A Common Stock	28,000
Stock Option	\$ 20.09							04/15/2004	04/15/2013	Class A Common Stock	30,000
Stock Option	\$ 20.615							04/25/2002	04/25/2011	Class A Common Stock	40,000
Stock Option	\$ 21.905							05/02/2003	05/02/2012	Class A Common Stock	60,000
Stock Option	\$ 24.7813							06/06/2001	06/06/2010	Class A Common Stock	234,000
	\$ 30.15							04/16/2005	04/16/2014		22,500

Stock
Option

Class A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHANE TIMOTHY F 65 PINE BROOK COURT CHESHIRE, CT 06410			Senior Vice President	

Signatures

Timothy F
Cohane

10/28/2004

__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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