

AMPHENOL CORP /DE/  
Form 4  
May 26, 2006

**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 \*  
LOEFFLER MARTIN H

(Last) (First) (Middle)

187 EAST SHORE ROAD

(Street)

MORRIS, CT 06763

(City) (State) (Zip)

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

AMPHENOL CORP /DE/ [APH]

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

05/24/2006

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)

CHRMN, PRES & 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)
Class A Common Stock				(A) or (D)	19,800	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)**

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

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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 9.5469							04/22/2000	04/21/2009	Class A Common Stock	210,000
Stock Option	\$ 14.5							04/08/1999	04/07/2008	Class A Common Stock	140,000
Stock Option	\$ 20.09							04/15/2004	04/15/2013	Class A Common Stock	250,000
Stock Option	\$ 20.615							04/25/2002	04/25/2011	Class A Common Stock	200,000
Stock Option	\$ 21.905							05/02/2003	05/02/2012	Class A Common Stock	300,000
Stock Option	\$ 24.7813							06/06/2001	06/06/2010	Class A Common Stock	334,000
Stock Option	\$ 30.15							04/16/2005	04/16/2014	Class A Common Stock	200,000
Stock Option	\$ 36.79							04/12/2006	04/12/2015	Class A Common Stock	200,000
Stock Option	\$ 53.61	05/24/2006		A		200,000		05/24/2007 <sup>(1)</sup>	05/24/2016	Class A Common Stock	200,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOEFFLER MARTIN H 187 EAST SHORE ROAD MORRIS, CT 06763	X		CHRMN, PRES & CEO	

## Signatures

Edward C.  
Wetmore, POA

05/26/2006

\_\_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) Date Exercisable: 20% per year over a five-year period commencing on the 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.

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.