

AMPHENOL CORP /DE/

Form 4

October 25, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON GARY

(Last) (First) (Middle)

87 CAMPMEETING STREET

(Street)

SIDNEY, NY 13838

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMPHENOL CORP /DE/ [APH]

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2006

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)

SR VP & GGM AERO & IND OPS

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	10/23/2006		M		18,400	A	\$ 24.7813	18,400	D
Class A Common Stock	10/23/2006		S		18,400	D	\$ 67.5	0	D
Class A Common Stock	10/24/2006		M		41,600	A	\$ 24.7813	41,600	D
Class A Common	10/24/2006		S		41,600	D	\$ 67.5	0	D

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	\$ 20.09							04/15/2004	04/15/2013	Class A Common Stock	30,000
Stock Option	\$ 20.615							04/25/2004	04/25/2011	Class A Common Stock	20,000
Stock Option	\$ 21.905							05/02/2004	05/02/2012	Class A Common Stock	32,000
Stock Option	\$ 30.15							04/16/2005	04/16/2014	Class A Common Stock	31,500
Stock Option	\$ 36.79							04/12/2006	04/12/2015	Class A Common Stock	35,000
Stock Option	\$ 53.61							05/24/2007	05/24/2016	Class A Common Stock	40,000
Stock Option	\$ 24.7813	10/23/2006		M		18,400		06/06/2005	06/06/2010	Class A Common Stock	18,400
Stock Option	\$ 24.7813	10/24/2006		M		41,600		06/06/2005	06/06/2010	Class A Common Stock	41,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON GARY 87 CAMPMEETING STREET SIDNEY, NY 13838			SR VP & GGM AERO & IND OPS	

Signatures

Edward C.
Wetmore, POA

10/25/2006

__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).

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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