

AMPHENOL CORP /DE/
Form 4
December 01, 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 *
NAUJOKS UDO

(Last) (First) (Middle)

FRAUENBERGSTRASSE 13

(Street)

74388 TALHEIM Germany

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2006

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 ____ Other (specify
below) below)

VICE PRESIDENT & GGM, ATE

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	11/30/2006		M		2,600	A \$ 20.09	2,600 D
Class A Common Stock	11/30/2006		M		3,200	A \$ 20.615	5,800 D
Class A Common Stock	11/30/2006		M		3,200	A \$ 21.905	9,000 D
Class A Common	11/30/2006		M		8,000	A \$ 30.15	17,000 D

Edgar Filing: AMPHENOL CORP /DE/ - Form 4

Stock

Class A

Common	11/30/2006		M	5,200	A	\$ 36.79	22,200		D
--------	------------	--	---	-------	---	----------	--------	--	---

Stock

Class A

Common	11/30/2006		S	22,200	D	\$ 68.5	0		D
--------	------------	--	---	--------	---	---------	---	--	---

Stock

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)		8. D S (1)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 53.61							05/24/2007	05/24/2016	Class A Common Stock	32,000
Stock Option	\$ 20.09	11/30/2006		M		2,600		04/15/2006	04/15/2013	Class A Common Stock	2,600
Stock Option	\$ 20.615	11/30/2006		M		3,200		04/25/2006	04/25/2011	Class A Common Stock	3,200
Stock Option	\$ 21.905	11/30/2006		M		3,200		05/02/2006	05/02/2012	Class A Common Stock	3,200
Stock Option	\$ 30.15	11/30/2006		M		8,000		04/16/2006	04/16/2014	Class A Common Stock	8,000
Stock Option	\$ 36.79	11/30/2006		M		5,200		04/12/2006	04/12/2015	Class A Common Stock	5,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAUJOKS UDO FRAUENBERGSTRASSE 13 74388 TALHEIM Germany			VICE PRESIDENT & GGM, ATE	

Signatures

Edward C.
Wetmore, POA

12/01/2006

__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.

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.