

AMPHENOL CORP /DE/

Form 4

July 23, 2008

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
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(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)
07/22/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	07/22/2008		M		5,200	A	\$ 10.045	5,200	D
Class A Common Stock	07/22/2008		M		8,000	A	\$ 15.075	13,200	D
Class A Common Stock	07/22/2008		M		10,400	A	\$ 18.395	23,600	D
Class A Common	07/22/2008		M		12,800	A	\$ 26.805	36,400	D

Stock

Class A

Common	07/22/2008		M	10,800	A	\$ 34.55	47,200		D
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Stock

Class A

Common	07/22/2008		S	47,200	D	\$ 49.821	0		D
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Stock

(1) (2)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 10.045	07/22/2008		M	5,200	04/15/2008 ⁽³⁾ 04/15/2013	Class A Common Stock 5,200
Stock Option	\$ 15.075	07/22/2008		M	8,000	04/16/2008 04/16/2014	Class A Common Stock 8,000
Stock Option	\$ 18.395	07/22/2008		M	10,400	04/12/2008 04/12/2015	Class A Common Stock 10,400
Stock Option	\$ 26.805	07/22/2008		M	12,800	05/24/2008 05/24/2016	Class A Common Stock 12,800
Stock Option	\$ 34.55	07/22/2008		M	10,800	05/24/2008 05/24/2017	Class A Common Stock 10,800

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

07/23/2008

__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).
- (2) This transaction was executed in multiple trades at prices ranging from \$49.60 to \$50.10.
The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the
(1) SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) 100% Vested

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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