

AMPHENOL CORP /DE/
Form 4
August 22, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark Stanley L

(Last) (First) (Middle)

C/O AMPHENOL CORPORATION, 358 HALL AVENUE

(Street)

WALLINGFORD, CT 06492

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2012

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)

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)
				Code V	Amount	Price	
Class A Common Stock	08/17/2012		M	8,000	A \$ 19.235	24,000	D
Class A Common Stock	08/17/2012		M	8,000	A \$ 20.96	32,000	D
Class A Common Stock	08/17/2012		M	8,000	A \$ 26.865	40,000	D
Class A Common Stock	08/17/2012		M	10,000	A \$ 34.55	50,000	D

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Common Stock								
Class A Common Stock	08/17/2012		M	10,000	A	\$ 45.95	60,000	D
Class A Common Stock	08/17/2012		M	10,000	A	\$ 32.01	70,000	D
Class A Common Stock	08/17/2012		M	6,667	A	\$ 42.99	76,667	D
Class A Common Stock	08/17/2012		M	3,333	A	\$ 53.48	80,000	D
Class A Common Stock	08/17/2012		S	64,000	D	\$ 62.4 (1) (2) (3)	16,000	D
Restricted Stock							2,347	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.235	08/17/2012		M	8,000	01/27/2006	01/27/2015	Class A Common Stock	8,000
Stock Option	\$ 20.96	08/17/2012		M	8,000	05/26/2006	05/26/2015	Class A Common Stock	8,000

Stock Option	\$ 26.865	08/17/2012	M	8,000	05/25/2007	05/25/2016	Class A Common Stock	8,000
Stock Option (4)	\$ 34.55	08/17/2012	M	10,000	05/24/2008 ⁽⁵⁾	05/24/2017	Class A Common Stock	10,000
Stock Option	\$ 45.95	08/17/2012	M	10,000	05/22/2009 ⁽⁵⁾	05/21/2018	Class A Common Stock	10,000
Stock Option	\$ 32.01	08/17/2012	M	10,000	05/21/2010	05/20/2019	Class A Common Stock	10,000
Stock Option	\$ 42.99	08/17/2012	M	6,667	05/27/2011	05/27/2020	Class A Common Stock	6,667
Stock Option	\$ 53.48	08/17/2012	M	3,333	05/26/2012	05/26/2021	Class A Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Stanley L C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	X			

Signatures

Edward C. 08/22/2012
Wetmore, POA

**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) This transaction was executed in multiple trades at prices ranging from \$62.26 to \$62.54.

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the
(2) 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) Inadvertent late filing

(4) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.

(5) Date Exercisable: 1/3 per year commencing on 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.

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