AMPHENOL CORP /DE/

Form 4

October 01, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * Memmen Stephan D

2. Issuer Name and Ticker or Trading Symbol

AMPHENOL CORP /DE/ [APH]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Security

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year) 10/01/2007

Director 10% Owner X_ Officer (give title Other (specify

below) VP & GGM Mobile Consumer Prods

C/O AMPHENOL T&M ANTENNAS, 825 CORPORATE WOODS PARKWAY

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

VERNON HILLS, IL 60061

(Zip) (City) 2. Transaction Date 2A. Deemed 1. Title of

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned (I)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 8)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. 6. Date Exercisable and 7. Title and 8. Price of 9. Nu (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative Deriv Derivative Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securitic Acquire (A) or Dispose of (D) (Instr. 3	Derivative Securities Acquired (A) or Disposed			Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
			Code		,	Expiration Date	Title Amou or Numb of Share	oer	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Memmen Stephan D C/O AMPHENOL T&M ANTENNAS 825 CORPORATE WOODS PARKWAY VERNON HILLS, IL 60061

VP & GGM Mobile Consumer Prods

Signatures

Edward C. 10/01/2007 Wetmore, POA

**Signature of Reporting Date Person

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.

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