

AMPHENOL CORP /DE/
Form 4
November 21, 2005

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 *
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)
11/17/2005

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)
 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	(D)	Price
Class A Common Stock	11/17/2005		M		1,824	A	\$ 8 1,824
Class A Common Stock	11/17/2005		M		3,360	A	\$ 9.5469 5,184
Class A Common Stock	11/17/2005		M		5,200	A	\$ 20.09 10,384
Class A Common	11/17/2005		M		12,800	A	\$ 20.615 23,184

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Stock								
Class A Common Stock	11/17/2005		M	9,600	A	\$ 21.905	32,784	D
Class A Common Stock	11/17/2005		M	60,000	A	\$ 24.7813	92,784	D
Class A Common Stock	11/17/2005		S	92,784	D	\$ 39.5481	0	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 30.15					04/16/2005 04/16/2014	Class A Common Stock 20,000
Stock Option	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock 26,000
Stock Option	\$ 8	11/17/2005		M	1,824	(1) 10/26/2008	Class A Common Stock 1,824
Stock Option	\$ 9.5469	11/17/2005		M	3,360	(1) 04/22/2009	Class A Common Stock 3,360
Stock Option	\$ 20.09	11/17/2005		M	5,200	04/15/2005 04/15/2013	Class A Common Stock 5,200

Stock Option	\$ 20.615	11/17/2005	M	12,800	04/25/2005	04/25/2011	Class A Common Stock	12,800
Stock Option	\$ 21.905	11/17/2005	M	9,600	05/02/2005	05/02/2012	Class A Common Stock	9,600
Stock Option	\$ 24.7813	11/17/2005	M	60,000	<u>(1)</u>	06/06/2010	Class A Common Stock	60,000

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

11/21/2005

 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) 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. 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.