

AMPHENOL CORP /DE/
Form 4
April 24, 2007

FORM 4

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

OMB APPROVAL

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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 *
LOEFFLER MARTIN H

(Last) (First) (Middle)
187 EAST SHORE ROAD
(Street)

MORRIS, CT 06763

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2007

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)
CHAIRMAN & CEO

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	(A) or (D)	Price	
Class A Common Stock	04/23/2007		M		20,800	A	\$ 4.7735 60,400	D
Class A Common Stock	04/23/2007		S		20,800	D	\$ 35.798 39,600	D
Class A Common Stock	04/24/2007		M		124,200	A	\$ 4.7735 163,800	D
Class A Common	04/24/2007		S		124,200	D	\$ 35.7004 39,600	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.

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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 of Number of Shares
Stock Option	\$ 7.25					04/08/1999	04/07/2008	Class A Common Stock	280,000
Stock Option	\$ 10.045					04/15/2004	04/15/2013	Class A Common Stock	500,000
Stock Option	\$ 10.3075					04/25/2002	04/25/2011	Class A Common Stock	400,000
Stock Option	\$ 10.9525					05/02/2003	05/02/2012	Class A Common Stock	600,000
Stock Option	\$ 12.3907					06/06/2001	06/06/2010	Class A Common Stock	668,000
Stock Option	\$ 15.075					04/16/2005	04/16/2014	Class A Common Stock	400,000
Stock Option	\$ 18.395					04/12/2006	04/12/2015	Class A Common Stock	400,000
Stock Option	\$ 26.805					05/24/2007	05/24/2016	Class A Common Stock	400,000
Stock Option	\$ 4.7735	04/23/2007		M	20,800	04/22/2004	04/21/2009	Class A Common	20,800

