#### AMPHENOL CORP /DE/

Form 4

October 25, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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)

1. Name and Address of Reporting Person * ANDERSON GARY			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMPHENOL CORP /DE/ [APH]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
ONE RENAISSANCE SQUARE, APT 25F			10/22/2010	_X Officer (give title Other (specify below) SR VP & GGM AERO & IND OPS		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WHITE PLAINS, NY 10601			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	<b>Owned</b>
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	orDisposed of (Instr. 3, 4	of (D) and 5) (A) or		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)
Class A Common Stock	10/22/2010		M	Amount 14,000	(D)	Price \$ 10.9525	14,000	D	
Class A Common Stock	10/22/2010		M	60,000	A	\$ 10.045	74,000	D	
Class A Common Stock	10/22/2010		M	63,000	A	\$ 15.075	137,000	D	
Class A Common	10/22/2010		S	137,000 (1) (2)	D	\$ 49.0437	0	D	

#### Stock

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option	\$ 10.9525	10/22/2010		M	14,000	05/02/2007(3)	05/02/2012	Class A Common Stock	14,000
Stock Option	\$ 10.045	10/22/2010		M	60,000	04/15/2004(3)	04/15/2013	Class A Common Stock	60,000
Stock Option	\$ 15.075	10/22/2010		M	63,000	04/16/2005(3)	04/16/2014	Class A Common Stock	63,000

# **Reporting Owners**

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		

ANDERSON GARY ONE RENAISSANCE SQUARE, APT 25F WHITE PLAINS, NY 10601

SR VP & GGM AERO & IND OPS

# **Signatures**

Person

Edward C.	10/25/2010		
Wetmore, POA	10/23/201		
**Signature of Reporting	Date		

2 Reporting Owners

### Edgar Filing: AMPHENOL CORP /DE/ - Form 4

# **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 \$48.90 to \$49.38.
  - 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) 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.