AMPHENOL CORP /DE/

Form 4 May 25, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

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

Check this box

obligations may continue. See Instruction

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> LOEFFLER MARTIN H			2. Issuer Name and Ticker or Trading Symbol AMPHENOL CORP /DE/ [APH]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3625 HOLLY DRIVE, P.O. BOX 127			3. Date of Earliest Transaction (Month/Day/Year) 05/24/2012					(Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specify below)			
TETON VIL	Fi	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) o l of (D	))	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)	
Restricted Stock	05/24/2012			A	2,347 (1)	A	\$0	2,347	D		
Class A								153 900	D		

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exercises Expiration D	ate	7. Title a	of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	of Derivative	(Month/Day/ e	i cai j	Underlyi Securitie	_	Security (Instr. 5)	Secur Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired (A) or						Follo Repo
					Disposed						Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
								A	mount		
						Date	Expiration	or Title N	r Iumber		
					(4)	Exercisable	Date	of	f		
				Code V	(A) (D)			Sl	hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer of the same	Director	10% Owner	Officer Oth				
LOEFFLER MARTIN H 3625 HOLLY DRIVE P.O. BOX 127 TETON VILLAGE, WY 83025	X						

# **Signatures**

Edward C. 05/25/2012 Wetmore, POA

\*\*Signature of Reporting 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) Stock awards granted pursuant to the terms of the 2012 Restricted Stock Plan for Directors of Amphenol Corporation.

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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