

AMPHENOL CORP /DE/
Form 4
October 28, 2004

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 *
TWAALFHOVEN MARK

(Last) (First) (Middle)

1912 CONVENTION PLAZA
APTS.-1 HARBOUR RD

(Street)

WANCHAI, HONG KONG

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

SR VP & GGM COMM CONNECTORS

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	10/26/2004		M		4,000	A	\$ 12.8594
Class A Common Stock	10/26/2004		M		3,800	A	\$ 24.7813
Class A Common Stock	10/26/2004		M		7,800	A	\$ 20.615
Class A Common	10/26/2004		M		1,400	A	\$ 20.615
					15,600		
					17,000		

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Stock

Class A
Common Stock 10/26/2004 S 17,000 D \$ 33.7501 0 D

Class A
Common Stock 10/27/2004 M 11,200 A \$ 21.905 11,200 D

Class A
Common Stock 10/27/2004 M 5,800 A \$ 20.09 17,000 D

Class A
Common Stock 10/27/2004 S 17,000 D \$ 34.1118 0 D

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option	\$ 6.5					05/19/2002 05/19/2007	Class A Common Stock	200
Stock Option	\$ 8					10/26/2003 10/26/2008	Class A Common Stock	200
Stock Option	\$ 9.5469					04/22/2004 04/22/2009	Class A Common Stock	200
Stock Option	\$ 12.8594	10/26/2004		M	4,000	10/01/2004 10/01/2009	Class A Common Stock	4,000

