LOEFFLER MARTIN H

Form 4 July 22, 2008

FORM 4

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

OMB APPROVAL

Check this box if no longer STATEMENT OF CHA

Number: 3235-0287

Synings: January 31,

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Form 4 or Form 5 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).

(Print or Type Responses)

1. Name and Ad LOEFFLER	•	_	2. Issuer Name and Ticker or Trading Symbol AMPHENOL CORP /DE/ [APH]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
187 EAST SHORE ROAD			(Month/Day/Year) 07/21/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CHAIRMAN & CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
MORRIS, CT 06763			• · · · · · · · · · · · · · · · · · · ·	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative :	Securi	ities Acquire	ed, Disposed of, o	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. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIStr. +)	
Class A Common Stock	07/21/2008		M	173,333	A	\$ 12.3907	212,933	D	
Class A Common Stock	07/21/2008		S	172,933	D	\$ 50.8145 (1)	40,000	D	
Class A Common Stock	07/21/2008		S	400	D	\$ 51.705 (2)	39,600	D	

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

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SEC 1474 (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 orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Option	\$ 12.3907	07/21/2008		M		173,333	06/06/2005(3)	06/06/2010	Class A Common	173,3

Reporting Owners

Director 10% Owner Officer Other

LOEFFLER MARTIN H 187 EAST SHORE ROAD

X **CHAIRMAN & CEO**

MORRIS, CT 06763

Signatures

Edward C. 07/22/2008 Wetmore, POA

**Signature of Reporting Date Person

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).
- This transaction was executed in multiple trades at prices ranging from \$50.70 to \$51.70. The price reported above reflects the weighted (1) average sales price. The reporting person hereby undertakes to provide upon request to the 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.
- This transaction was one of multiple trades at prices ranging from \$50.70 to \$51.705. This transaction is reported separately from the (2) aggregate group of trades described in Footnote (1) above because the price was \$1.005 greater than the lowest price of the aggregated trades.
- (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.

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