

LOEFFLER MARTIN H
Form 4
November 21, 2005

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)
11/18/2005

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)

CHRMN, PRES & 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 | (D) | Price |
| Class A Common Stock | 11/18/2005 | | M | | 15,000 | A | \$ 6.5 |
| | | | | | 35,000 | | |
| Class A Common Stock | 11/18/2005 | | S | | 15,000 | D | \$ 40.0826 |
| | | | | | 20,000 | | |

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

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SEC 1474 (9-02)

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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 or Number of Shares |
| Stock Option | \$ 9.5469 | | | | | 04/22/2000 04/21/2009 | Class A Common Stock 210,000 |
| Stock Option | \$ 14.5 | | | | | 04/08/1999 04/07/2008 | Class A Common Stock 140,000 |
| Stock Option | \$ 20.09 | | | | | 04/15/2004 04/15/2013 | Class A Common Stock 250,000 |
| Stock Option | \$ 20.615 | | | | | 04/25/2002 04/25/2011 | Class A Common Stock 200,000 |
| Stock Option | \$ 21.905 | | | | | 05/02/2003 05/02/2012 | Class A Common Stock 300,000 |
| Stock Option | \$ 24.7813 | | | | | 06/06/2001 06/06/2010 | Class A Common Stock 334,000 |
| Stock Option | \$ 30.15 | | | | | 04/16/2005 04/16/2014 | Class A Common Stock 200,000 |
| Stock Option | \$ 36.79 | | | | | 04/12/2006 04/12/2015 | Class A Common Stock 200,000 |
| Stock Option | \$ 6.5 | 11/18/2005 | | M | 15,000 | <u>(1)</u> 05/18/2007 | Class A Common Stock 15,000 |

Reporting Owners

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

LOEFFLER MARTIN H
187 EAST SHORE ROAD
MORRIS, CT 06763

X

CHRMN, PRES & CEO

Signatures

Edward C.
Wetmore, POA

11/21/2005

 **Signature of Reporting
Person

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) 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.
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