

AMPHENOL CORP /DE/
Form 4
October 29, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Jona Paul H

(Last) (First) (Middle)
KOOLTJESPAD 8
(Street)

BLARICUM 1261 DP

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2007

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)
VP & GGM, Cable Systems

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	10/26/2007		M		4,000	A	\$ 10.045
Class A Common Stock	10/26/2007		M		4,800	A	\$ 10.3075
Class A Common Stock	10/26/2007		M		32,000	A	\$ 10.9525
Class A Common	10/26/2007		M		18,000	A	\$ 15.075
					4,000		
					8,800		
					40,800		
					58,800		

Stock								
Class A Common Stock	10/26/2007		M	14,400	A	\$ 18.395	73,200	D
Class A Common Stock	10/26/2007		M	10,400	A	\$ 26.805	83,600	D
Class A Common Stock	10/26/2007		S	83,600	D	\$ 44.3875	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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(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 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
Stock Option	\$ 10.045	10/26/2007		M	4,000	04/15/2007 ⁽¹⁾ 04/15/2013	Class A Common Stock	4,000
Stock Option	\$ 10.3075	10/26/2007		M	4,800	04/25/2006 ⁽²⁾ 04/25/2011	Class A Common Stock	4,800
Stock Option	\$ 10.9525	10/26/2007		M	32,000	05/02/2007 ⁽²⁾ 05/02/2012	Class A Common Stock	32,000
Stock Option	\$ 15.075	10/26/2007		M	18,000	04/16/2007 ⁽¹⁾ 04/16/2014	Class A Common Stock	18,000
Stock Option	\$ 18.395	10/26/2007		M	14,400	04/12/2007 ⁽¹⁾ 04/12/2015	Class A Common Stock	14,400

Stock	\$ 26.805	10/26/2007	M	10,400	05/24/2007 ⁽¹⁾	05/24/2016	Class A	10,400
Option							Common	
							Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jona Paul H KOOLTJESPAD 8 BLARICUM 1261 DP			VP & GGM, Cable Systems	

Signatures

Edward C. Wetmore, POA	10/29/2007
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**Signature of Reporting Person	Date
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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).

(2) 100% Vested

(1) Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.

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.