Edgar Filing: AMPHENOL CORP /DE/ - Form 4

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Washington F CHANGES IN SECUI Section 16(a) of th	h, D.C. 20549 BENEFICL RITIES he Securities Iding Compar	AL OWN Exchange 1y Act of	ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hou response	•	
(Print or Type Responses)							
1. Name and Address of Reporting Person <u>*</u> Raley Zachary W	2. Issuer Name and Symbol AMPHENOL CO			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest T	ransaction		(Cneck	c all applicable	;)	
C/O AMPHENOL RF, 4 OLD NEWTOWN ROAD	(Month/Day/Year) 02/09/2012		•	Director X Officer (give t below) SVP GGM WV	title Othe below)	Owner er (specify O PROD	
(Street) DANBURY, CT 06810	4. If Amendment, D Filed(Month/Day/Yea	-	· · · · · · · · · · · · · · · · · · ·	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) (Zip)	Tabla I Non I	Dorivotivo Soou		ired, Disposed of,	or Donoficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deer Execution any	ned 3.	4. Securities A onor Disposed of (Instr. 3, 4 and (A or	cquired (A) (D) 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)	
Class A Common 02/09/2012 Stock	M	40,000 A	\$ 26.805	40,000	D		
Class A Common 02/09/2012 Stock	S	$\frac{40,000}{(1)(2)}$ D	\$ 55.285	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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (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	\$ 26.805	02/09/2012		М	40,000	05/24/2007	05/24/2016	Class A Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
I O	Director	10% Owner	Officer	Other		
Raley Zachary W C/O AMPHENOL RF 4 OLD NEWTOWN ROAD DANBURY, CT 06810			SVP GGM WW RF & MICRO PROD			
Signatures						

Edward C. Wetmore, POA **Signature of Reporting Date

**Signature of Reporting 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).
- (1) This transaction was executed in multiple trades at prices ranging from \$55.25 to \$55.33.

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the(2) 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.

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.