

AMPHENOL CORP /DE/
Form 4
August 22, 2012

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 *
Clark Stanley L

(Last) (First) (Middle)

C/O AMPHENOL CORPORATION, 358 HALL AVENUE

(Street)

WALLINGFORD, CT 06492

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2012

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)

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 | (A) or (D) | Price |
| Class A Common Stock | 08/17/2012 | | M | | 8,000 | A | \$ 19.235 24,000 |
| Class A Common Stock | 08/17/2012 | | M | | 8,000 | A | \$ 20.96 32,000 |
| Class A Common Stock | 08/17/2012 | | M | | 8,000 | A | \$ 26.865 40,000 |
| Class A Common Stock | 08/17/2012 | | M | | 10,000 | A | \$ 34.55 50,000 |

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| | | | | | | | | |
|----------------------|------------|--|---|--------|---|------------------------|--------|---|
| Common Stock | | | | | | | | |
| Class A Common Stock | 08/17/2012 | | M | 10,000 | A | \$ 45.95 | 60,000 | D |
| Class A Common Stock | 08/17/2012 | | M | 10,000 | A | \$ 32.01 | 70,000 | D |
| Class A Common Stock | 08/17/2012 | | M | 6,667 | A | \$ 42.99 | 76,667 | D |
| Class A Common Stock | 08/17/2012 | | M | 3,333 | A | \$ 53.48 | 80,000 | D |
| Class A Common Stock | 08/17/2012 | | S | 64,000 | D | \$ 62.4 (1) (2) (3) | 16,000 | D |
| Restricted Stock | | | | | | | 2,347 | 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 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 | Amount or Number of Shares |
| Stock Option | \$ 19.235 | 08/17/2012 | | M | 8,000 | 01/27/2006 | 01/27/2015 | Class A Common Stock | 8,000 |
| Stock Option | \$ 20.96 | 08/17/2012 | | M | 8,000 | 05/26/2006 | 05/26/2015 | Class A Common Stock | 8,000 |

| | | | | | | | | |
|-----------------------------|-----------|------------|---|--------|---------------------------|------------|----------------------|--------|
| Stock Option | \$ 26.865 | 08/17/2012 | M | 8,000 | 05/25/2007 | 05/25/2016 | Class A Common Stock | 8,000 |
| Stock Option ⁽⁴⁾ | \$ 34.55 | 08/17/2012 | M | 10,000 | 05/24/2008 ⁽⁵⁾ | 05/24/2017 | Class A Common Stock | 10,000 |
| Stock Option | \$ 45.95 | 08/17/2012 | M | 10,000 | 05/22/2009 ⁽⁵⁾ | 05/21/2018 | Class A Common Stock | 10,000 |
| Stock Option | \$ 32.01 | 08/17/2012 | M | 10,000 | 05/21/2010 | 05/20/2019 | Class A Common Stock | 10,000 |
| Stock Option | \$ 42.99 | 08/17/2012 | M | 6,667 | 05/27/2011 | 05/27/2020 | Class A Common Stock | 6,667 |
| Stock Option | \$ 53.48 | 08/17/2012 | M | 3,333 | 05/26/2012 | 05/26/2021 | Class A Common Stock | 3,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Stanley L C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492 | X | | | |

Signatures

Edward C. 08/22/2012
Wetmore, POA

**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) This transaction was executed in multiple trades at prices ranging from \$62.26 to \$62.54.

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.

(3) Inadvertent late filing

(4) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.

(5) Date Exercisable: 1/3 per year commencing on 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.

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