

AMPHENOL CORP /DE/
Form 4
January 29, 2015

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 *
Yang Di

(Last) (First) (Middle)

C/O SHANGHAI AMPHENOL AIR
WAVE, 689 SHENNAN ROAD
SHANGHAI

(Street)

CHINA 201108

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2015

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)
SVP & GGM, MOBIL CONSUMER PROD

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)			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 Ownership (Instr. 4)
				Code	V	Amount			
Class A Common Stock	01/28/2015		M			3,600	\$ 22.975	3,600	D
Class A Common Stock	01/28/2015		S			3,600	\$ 54.6503	0	D
Class A Common Stock	01/28/2015		M			56,000	\$ 26.705	59,600	D
Class A Common Stock	01/28/2015		S			56,000	\$	3,600	D

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Common Stock					54.6503		
					<u>(1)</u> <u>(2)</u>		
Class A Common Stock	01/28/2015		M	52,000	A	\$ 26.63	52,000 D
Class A Common Stock	01/28/2015		S	52,000	D	\$ 54.6503	0 D
						<u>(1)</u> <u>(2)</u>	
Class A Common Stock	01/28/2015		M	4,000	A	\$ 26.74	4,000 D
Class A Common Stock	01/28/2015		S	4,000	D	\$ 54.6503	0 D
						<u>(1)</u> <u>(2)</u>	
Class A Common Stock	01/28/2015		M	14,400	A	\$ 16.005	14,400 D
Class A Common Stock	01/28/2015		S	14,400	D	\$ 54.6503	0 D
						<u>(1)</u> <u>(2)</u>	
Class A Common Stock	01/28/2015		M	14,400	A	\$ 21.495	14,400 D
Class A Common Stock	01/28/2015		S	14,400	D	\$ 54.6503	0 D
						<u>(1)</u> <u>(2)</u>	
Class A Common Stock	01/29/2015		M	20,000	A	\$ 26.74	20,000 D
Class A Common Stock	01/29/2015		S	20,000	D	\$ 54	0 D

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

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option	\$ 22.975	01/28/2015	M	3,600	05/22/2009	05/22/2018	Class A Common Stock	3,600
Stock Option	\$ 26.705	01/28/2015	M	56,000	01/03/2012	01/03/2021	Class A Common Stock	56,000
Stock Option	\$ 26.63	01/28/2015	M	52,000	05/24/2013	05/24/2022	Class A Common Stock	52,000
Stock Option	\$ 26.74	01/28/2015	M	4,000	05/26/2012	05/26/2021	Class A Common Stock	4,000
Stock Option	\$ 16.005	01/28/2015	M	14,400	05/21/2010	05/21/2019	Class A Common Stock	14,400
Stock Option	\$ 21.495	01/28/2015	M	14,400	05/27/2011	05/27/2020	Class A Common Stock	14,400
Stock Option	\$ 26.74	01/29/2015	M	20,000	05/26/2012	05/26/2021	Class A Common Stock	20,000
Stock Option	\$ 39				05/23/2014	05/23/2023	Class A Common Stock	130,000
Stock Option	\$ 47.715				05/22/2015	05/22/2024	Class A Common Stock	140,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yang Di C/O SHANGHAI AMPHENOL AIR WAVE 689 SHENNAN ROAD SHANGHAI CHINA 201108			SVP & GGM, MOBIL CONSUMER PROD	

Signatures

Edward C.
Wetmore, POA

01/29/2015

__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 ranging from \$54.00 to \$55.15.

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) Securities owned reflect 2-for-1 Stock Split effective October 9, 2014.

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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