

AMPHENOL CORP /DE/

Form 4

April 27, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TWAALFHOVEN MARK**

(Last) (First) (Middle)

**1912 CONVENTION PLAZA  
APTS.-1 HARBOUR RD**

(Street)

**WANCHAI, HONG KONG**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**AMPHENOL CORP /DE/ [APH]**

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

**04/25/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**SR VP & GGM COMM CONNECTORS**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	04/25/2005		M		50	A	\$ 6.5	50	D
Class A Common Stock	04/25/2005		M		50	A	\$ 8	100	D
Class A Common Stock	04/25/2005		M		50	A	\$ 9.5469	150	D
Class A Common	04/25/2005		M		50	A	\$ 12.8594	200	D

# Stock

Class A Common Stock	04/25/2005	M	32,000	A	\$ 24.7813	32,200	D
Class A Common Stock	04/25/2005	M	4,400	A	\$ 20.615	36,600	D
Class A Common Stock	04/25/2005	M	6,200	A	\$ 20.09	42,800	D
Class A Common Stock	04/25/2005	S	42,800	D	\$ 39.7715	0	D
Class A Common Stock	04/26/2005	M	50	A	\$ 6.5	50	D
Class A Common Stock	04/26/2005	M	50	A	\$ 9.5469	100	D
Class A Common Stock	04/26/2005	M	50	A	\$ 12.8594	150	D
Class A Common Stock	04/26/2005	M	12,000	A	\$ 24.7813	12,150	D
Class A Common Stock	04/26/2005	M	6,300	A	\$ 30.15	18,450	D
Class A Common Stock	04/26/2005	M	50	A	\$ 8	18,500	D
Class A Common Stock	04/26/2005	S	18,500	D	\$ 40.1624	0	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)

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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	\$ 6.5	04/25/2005		M		50		05/19/2002	05/19/2007	Class A Common Stock	50
Stock Option	\$ 6.5	04/26/2005		M		50		05/19/2002	05/19/2007	Class A Common Stock	50
Stock Option	\$ 8	04/25/2005		M		50		10/26/2003	10/26/2008	Class A Common Stock	50
Stock Option	\$ 8	04/26/2005		M		50		10/26/2003	10/26/2008	Class A Common Stock	50
Stock Option	\$ 9.5469	04/25/2005		M		50		04/22/2004	04/22/2009	Class A Common Stock	50
Stock Option	\$ 9.5469	04/26/2005		M		50		04/22/2004	04/22/2009	Class A Common Stock	50
Stock Option	\$ 12.8594	04/25/2005		M		50		10/01/2004	10/01/2009	Class A Common Stock	50
Stock Option	\$ 12.8594	04/26/2005		M		50		10/01/2004	10/01/2009	Class A Common Stock	50
Stock Option	\$ 20.09	04/25/2005		M		6,200		04/15/2004	04/15/2013	Class A Common Stock	6,200
Stock Option	\$ 20.615	04/25/2005		M		4,400		04/25/2004	04/25/2011	Class A Common Stock	4,400
Stock Option	\$ 21.905							05/02/2004	05/02/2012	Class A Common Stock	19,400
Stock	\$ 24.7813	04/25/2005		M		32,000		06/06/2004	06/06/2010	Class A	32,000

Option								Common Stock	
Stock Option	\$ 24.7813	04/26/2005		M	12,000	06/06/2004	06/06/2010	Class A Common Stock	12,000
Stock Option	\$ 30.15	04/26/2005		M	6,300	04/16/2005	04/16/2014	Class A Common Stock	6,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TWAALFHOVEN MARK 1912 CONVENTION PLAZA APTS.-1 HARBOUR RD WANCHAI, HONG KONG			SR VP & GGM COMM CONNECTORS	

## Signatures

Edward C.  
Wetmore, POA

04/27/2005

\_\_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).

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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