

AMPHENOL CORP /DE/
Form 4
December 09, 2010

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 *
SECORD DEAN H

(Last) (First) (Middle)
87 DINGLETOWN ROAD
(Street)
GREENWICH, CT 06830-3516
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2010

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)
Class A Common Stock	12/08/2010		C	V	14,802 A \$ 0 ⁽⁷⁾	17,514.1605	D
Class A Common Stock	12/09/2010		S	D	11,000 D \$ 52.99 ⁽⁸⁾	6,514.1605	D
Class A Common Stock						1,000	I Spouse ⁽⁹⁾

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

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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. 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)	8. Amount or Number of Shares
Phantom Stock <u>(1)</u>	\$ 0	01/04/2010		A V	5.9 <u>(3)</u>	<u>(2)</u> <u>(2)</u>	Class A Common Stock	5.9
Phantom Stock <u>(1)</u>	\$ 0	04/01/2010		A V	4.91 <u>(4)</u>	<u>(2)</u> <u>(2)</u>	Class A Common Stock	4.91
Phantom Stock <u>(1)</u>	\$ 0	07/01/2010		A V	5.18 <u>(5)</u>	<u>(2)</u> <u>(2)</u>	Class A Common Stock	5.18
Phantom Stock <u>(1)</u>	\$ 0	10/01/2010		A V	6.04 <u>(6)</u>	<u>(2)</u> <u>(2)</u>	Class A Common Stock	6.04
Phantom Stock <u>(1)</u>	\$ 0	12/08/2010		C	14,802	<u>(2)</u> <u>(2)</u>	Class A Common Stock	14,802

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SECORD DEAN H 87 DINGLETOWN ROAD GREENWICH, CT 06830-3516			X	

Signatures

Edward C. Wetmore, POA
Date: 12/09/2010

 **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) Phantom Stock Units convert to Class A Common Stock on a one-for-one basis.

Under the Amphenol Corporation Directors' Compensation Plan, the Reporting Person is entitled to receive shares of Class A common stock on a one-for-one basis upon the later of the first day of the year following the Reporting Person's retirement or separation from the board of directors or six months after such event.

(3) Additional Phantom Stock Units cover 3rd Qtr 2009 dividend payment.

(4) Additional Phantom Stock Units cover 4th Qtr 2009 dividend payment.

(5) Additional Phantom Stock Units cover 1st Qtr 2010 dividend payment.

(6) Additional Phantom Stock units cover 2nd Qtr 2010 dividend payment.

(7) Phantom Stock Units convert to Class A common stock on a one-for-one basis.

(8) This transaction was executed in multiple trades at prices ranging from \$52.9818 to \$53.0223.

(9) Indirect Ownership - Represents 1,000 shares of stock acquired by Mr. Secord's spouse, Marilyn Secord, for her own account. Mr. Secord disclaims any beneficial interest in these 1,000 shares of stock.

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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