#### AMPHENOL CORP /DE/

Form 5

January 27, 2012

# FORM 5

#### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0362 Number: January 31,

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

1. Name and Address of Reporting Person \*

Transactions Reported

LIETZ ANDREW E

30(h) of the Investment Company Act of 1940

Issuer Symbol

AMPHENOL CORP /DE/ [APH]

2. Issuer Name and Ticker or Trading

(Check all applicable)

5. Relationship of Reporting Person(s) to

3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle)

(Month/Day/Year) 12/31/2011

\_X\_ Director 10% Owner Officer (give title Other (specify below) below)

47 SPRING ROAD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

### RYE, NHÂ 03870

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------|---|---|---|---|---|--|---|
|                                      |   |   |   | (A)<br>or   | Fiscal Year   |  |   |

(Instr. 3 and 4) Amount (D) Price

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

Derivative

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.

Acquired

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5. Number  | 6. Date Exercisable and | 7. Title and Amount of | 8. Pi |
|-------------|-------------|---------------------|--------------------|-------------|------------|-------------------------|------------------------|-------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | of         | Expiration Date         | Underlying Securities  | Deri  |
| Security    | or Exercise |                     | any                | Code        | Derivative | (Month/Day/Year)        | (Instr. 3 and 4)       | Secu  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Securities |                         |                        | (Inst |

**SEC 2270** 

(9-02)

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|                      | Security |            |   |   | (A) or Dispose (D) (Instr. 3 and 5) |     |                     |                    |                            |  |      |
|----------------------|----------|------------|---|---|-------------------------------------|-----|---------------------|--------------------|----------------------------|--|------|
|                      |          |            |   |   | (A)                                 | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |      |
| Phantom<br>Stock (1) | \$ 0     | 04/01/2011 | Â | A | 5.8                                 | Â   | (2)                 | (2)                | Class A<br>Common<br>Stock | 5.8                                    | \$ 5 |
| Phantom<br>Stock (1) | \$ 0     | 07/01/2011 | Â | A | 5.74                                | Â   | (2)                 | (2)                | Class A<br>Common<br>Stock | 5.74                                   | \$ 5 |
| Phantom<br>Stock (1) | \$ 0     | 10/01/2011 | Â | A | 5.55                                | Â   | (2)                 | (2)                | Class A<br>Common<br>Stock | 5.55                                   | \$ 5 |
| Phantom<br>Stock (1) | \$ 0     | 01/02/2012 | Â | A | 7.22                                | Â   | (2)                 | (2)                | Class A<br>Common<br>Stock | 7.22                                   | \$ 4 |

# **Reporting Owners**

| Reporting Owner Name / Address                    | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
| 1 8   | Director      | 10% Owner | Officer | Other |  |  |
| LIETZ ANDREW E<br>47 SPRING ROAD<br>RYE, NH 03870 | ÂX            | Â         | Â       | Â     |  |  |

# **Signatures**

Edward C.
Wetmore, POA

\*\*Signature of Reporting
Person

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 (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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