

AMPHENOL CORP /DE/

Form 4

April 30, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONTEITH JEROME

(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)

04/29/2014

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)
VICE PRESIDENT HUMAN RESOURCES

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 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	04/29/2014		M	6,600	A \$ 53.48	6,600	D
Class A Common Stock	04/29/2014		S	6,600	D \$ 95.018 (1) (2)	0	D
Class A Common Stock	04/29/2014		M	7,600	A \$ 53.26	7,600	D
Class A	04/29/2014		S	7,600	D \$	0	D

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Common Stock						95.018		
						(1) (2)		
Class A Common Stock	04/29/2014		M	7,000	A	\$ 42.99	7,000	D
Class A Common Stock	04/29/2014		S	7,000	D	\$ 95.018	0	D
						(1) (2)		
Class A Common Stock	04/29/2014		M	7,000	A	\$ 45.95	7,000	D
Class A Common Stock	04/29/2014		S	7,000	D	\$ 95.018	0	D
						(1) (2)		

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 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 (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
Stock Option	\$ 53.48	04/29/2014		M	6,600	05/26/2012 05/26/2021	Class A Common Stock	6,600
Stock Option	\$ 53.26	04/29/2014		M	7,600	05/24/2013 05/24/2022	Class A Common Stock	7,600
Stock Option	\$ 42.99	04/29/2014		M	7,000	05/27/2011 05/27/2020	Class A Common Stock	7,000
	\$ 45.95	04/29/2014		M	7,000	05/22/2009 05/21/2018		7,000

Stock
Option

Class A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MONTEITH JEROME C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	VICE PRESIDENT HUMAN RESOURCES

Signatures

Edward C.
Wetmore, POA

04/30/2014

__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 \$95.00 to \$95.11.
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.

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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