

AMPHENOL CORP /DE/
Form 4
August 30, 2006

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 *
WALTER LUC

(Last) (First) (Middle)

19, RUE JACQUES HILLAIRET

(Street)

75012 PARIS, FRANCE France

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2006

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 EUR MIL & AERO OPS

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	08/29/2006		M		7,700 A \$ 9.5469	9,882	D
Class A Common Stock	08/29/2006		S		7,700 D \$ 58.0413	2,182	D
Class A Common Stock	08/30/2006		M		2,300 A \$ 9.5469	4,482	D
Class A Common	08/30/2006		S		2,300 D \$ 58	2,182	D

Stock

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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 20.09					04/15/2004	04/15/2013	Class A Common Stock	30,000
Stock Option	\$ 20.615					04/25/2004	04/25/2011	Class A Common Stock	16,000
Stock Option	\$ 21.905					05/02/2004	05/02/2012	Class A Common Stock	30,000
Stock Option	\$ 24.7813					06/06/2004	06/06/2010	Class A Common Stock	47,000
Stock Option	\$ 30.15					04/16/2005	04/16/2014	Class A Common Stock	25,000
Stock Option	\$ 36.79					04/12/2006	04/12/2015	Class A Common Stock	27,000
Stock Option	\$ 53.61					05/24/2007	05/24/2016	Class A Common Stock	33,000
Stock Option	\$ 9.5469	08/29/2006		M	7,700	04/22/2004	04/22/2009	Class A Common Stock	7,700

Stock	\$ 9.5469	08/30/2006	M	2,300	04/22/2004	04/22/2009	Class A Common Stock	2,300
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER LUC 19, RUE JACQUES HILLAIRET 75012 PARIS, FRANCE France			SR VP & GGM EUR MIL & AERO OPS	

Signatures

Edward C. Wetmore, POA	08/30/2006
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**Signature of Reporting Person	Date
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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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