

AMPHENOL CORP /DE/
Form 4
May 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
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)
05/27/2014

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)
VICE PRESIDENT HUMAN RESOURCES

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/27/2014		M		11,600	A	\$ 32.01 11,600
Class A Common Stock	05/27/2014		S		11,600	D	\$ 95.528 0 (1) (2)
Class A Common Stock	05/27/2014		M		876	A	\$ 42.99 876
Class A Common Stock	05/27/2014		S		876	D	\$ 0

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Common Stock						95.855		
						<u>(1)</u> <u>(2)</u>		
Class A Common Stock	05/27/2014		M	6,124	A	\$ 42.99	6,124	D
Class A Common Stock	05/27/2014		S	6,124	D	\$ 95.528	0	D
						<u>(1)</u> <u>(2)</u>		
Class A Common Stock	05/27/2014		M	303	A	\$ 53.48	303	D
Class A Common Stock	05/27/2014		S	303	D	\$ 95.53	0	D
						<u>(1)</u> <u>(2)</u>		

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)

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	\$ 32.01	05/27/2014		M	11,600	05/21/2010	05/20/2019	Class A Common Stock	11,600
Stock Option	\$ 42.99	05/27/2014		M	876	05/27/2011	05/27/2020	Class A Common Stock	876
Stock Option	\$ 42.99	05/27/2014		M	6,124	05/27/2011	05/27/2020	Class A Common Stock	6,124
Stock Option	\$ 53.48	05/27/2014		M	303	05/26/2012	05/26/2021	Class A Common Stock	303

