

WALTER LUC
Form 4
August 07, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER LUC

(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)
08/04/2017

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/04/2017		M	30,400	A \$ 26.63	130,400	D
Class A Common Stock	08/04/2017		S	30,400	D \$ 77.696 (1) (2)	100,000	D
Class A Common Stock	08/04/2017		M	26,000	A \$ 39	126,000	D
Class A	08/04/2017		S	26,000	D \$	100,000	D

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Common Stock						77.696 (1) (2)	
Class A Common Stock	08/04/2017		M	84,000	A	\$ 47.72	184,000 D
Class A Common Stock	08/04/2017		S	54,000	D	\$ 77.696 (1) (2)	130,000 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 26.63	08/04/2017		M	30,400	05/24/2013 05/24/2022	Class A Common Stock 30,400
Stock Option	\$ 39	08/04/2017		M	26,000	05/23/2014 05/23/2023	Class A Common Stock 26,000
Stock Option	\$ 47.715	08/04/2017		M	84,000	05/22/2015 05/22/2024	Class A Common Stock 84,000

Reporting Owners

Reporting Owner Name / Address	Relationships
WALTER LUC C/O AMPHENOL CORPORATION 358 HALL AVENUE	Director 10% Owner Officer SR VP & GGM MIL & AERO OPS Other

WALLINGFORD, CT 06492

Signatures

Lance E.
D'Amico, POA

08/07/2017

__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 \$77.79 to \$77.52.
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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