

AMPHENOL CORP /DE/
Form 4
October 28, 2004

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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TWAALFHOVEN MARK

(Last) (First) (Middle)

1912 CONVENTION PLAZA
APTS.-1 HARBOUR RD

(Street)

WANCHAI, HONG KONG

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2004

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 COMM CONNECTORS

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	10/26/2004		M		4,000	A	\$ 12.8594	4,000	D
Class A Common Stock	10/26/2004		M		3,800	A	\$ 24.7813	7,800	D
Class A Common Stock	10/26/2004		M		7,800	A	\$ 20.615	15,600	D
Class A Common	10/26/2004		M		1,400	A	\$ 20.615	17,000	D

Stock

Class A Common Stock	10/26/2004	S	17,000	D	\$ 33.75	0	D
Class A Common Stock	10/27/2004	M	11,200	A	\$ 21.90	11,200	D
Class A Common Stock	10/27/2004	M	5,800	A	\$ 20.09	17,000	D
Class A Common Stock	10/27/2004	S	17,000	D	\$ 34.11	0	D

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	\$ 6.5							05/19/2002	05/19/2007	Class A Common Stock	200
Stock Option	\$ 8							10/26/2003	10/26/2008	Class A Common Stock	200
Stock Option	\$ 9.5469							04/22/2004	04/22/2009	Class A Common Stock	200
Stock Option	\$ 12.8594	10/26/2004		M		4,000		10/01/2004	10/01/2009	Class A Common Stock	4,000

Stock Option	\$ 20.09	10/27/2004	M	5,800	04/15/2004	04/15/2013	Class A Common Stock	5,800
Stock Option	\$ 20.615	10/26/2004	M	7,800	04/25/2004	04/25/2011	Class A Common Stock	7,800
Stock Option	\$ 21.905	10/26/2004	M	1,400	05/02/2004	05/02/2012	Class A Common Stock	1,400
Stock Option	\$ 21.905	10/27/2004	M	11,200	05/02/2004	05/02/2012	Class A Common Stock	11,200
Stock Option	\$ 24.7813	10/26/2004	M	3,800	06/06/2004	06/06/2010	Class A Common Stock	3,800
Stock Option	\$ 30.15				04/16/2005	04/16/2014	Class A Common Stock	31,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TWAALFHOVEN MARK 1912 CONVENTION PLAZA APTS.-1 HARBOUR RD WANCHAI, HONG KONG			SR VP & GGM COMM CONNECTORS	

Signatures

Edward C.
Wetmore, POA

10/28/2004

__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).

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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