

AMPHENOL CORP /DE/
Form 4
June 08, 2016

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 *
Treanor John

(Last) (First) (Middle)

C/O AMPHENOL AUTOMOTIVE PRODUCTS GROUP, AUGUST-HAEUSSER-STRASSE 10 HEILBRONN

(Street)

GERMANY 74080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2016

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)
SR VP & GGM AUTOMOTIVE GROUP

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 Ownership (Instr. 4)
				Code	V Amount Price			
Class A Common Stock	06/07/2016		M		12,600 A \$ 21.495	12,600	D	
Class A Common Stock	06/07/2016		S		12,600 D \$ 59.2981	0	D	
Class A Common Stock	06/07/2016		M		60,200 A \$ 26.74	60,200	D	

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Class A Common Stock	06/07/2016	S	60,200	D	\$ 59.2981 <u>(1)</u> <u>(2)</u>	0	D
Class A Common Stock	06/07/2016	M	67,200	A	\$ 26.63	67,200	D
Class A Common Stock	06/07/2016	S	67,200	D	\$ 59.2981 <u>(1)</u> <u>(2)</u>	0	D
Class A Common Stock	06/07/2016	M	48,720	A	\$ 39	48,720	D
Class A Common Stock	06/07/2016	S	48,720	D	\$ 59.2981 <u>(1)</u> <u>(2)</u>	0	D
Class A Common Stock	06/07/2016	M	39,200	A	\$ 47.715	39,200	D
Class A Common Stock	06/07/2016	S	39,200	D	\$ 59.2981 <u>(1)</u> <u>(2)</u>	0	D
Class A Common Stock	06/07/2016	M	19,600	A	\$ 57.97	19,600	D
Class A Common Stock	06/07/2016	S	19,600	D	\$ 59.2981 <u>(1)</u> <u>(2)</u>	0	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	\$ 21.495	06/07/2016	M	12,600	05/27/2011	05/27/2020	Class A Common Stock	12,600	
Stock Option	\$ 26.74	06/07/2016	M	60,200	05/26/2012	05/26/2021	Class A Common Stock	60,200	
Stock Option	\$ 26.63	06/07/2016	M	67,200	05/24/2013	05/24/2022	Class A Common Stock	67,200	
Stock Option	\$ 39	06/07/2016	M	48,720	05/23/2014	05/23/2023	Class A Common Stock	48,720	
Stock Option	\$ 47.715	06/07/2016	M	39,200	05/22/2015	05/22/2024	Class A Common Stock	39,200	
Stock Option	\$ 57.97	06/07/2016	M	19,600	05/21/2016	05/21/2025	Class A Common Stock	19,600	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Treanor John C/O AMPHENOL AUTOMOTIVE PRODUCTS GROUP AUGUST-HAEUSSER-STRASSE 10 HEILBRONN GERMANY 74080			SR VP & GGM AUTOMOTIVE GROUP	

Signatures

Edward C. Wetmore, POA 06/08/2016

**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 ranging from \$59.00 to \$59.705.

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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