

AMPHENOL CORP /DE/
Form 4
April 24, 2007

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 *
LOEFFLER MARTIN H

(Last) (First) (Middle)
187 EAST SHORE ROAD
(Street)

MORRIS, CT 06763

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2007

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)
CHAIRMAN & CEO

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	04/23/2007		M		20,800	A	\$ 4.7735 60,400
Class A Common Stock	04/23/2007		S		20,800	D	\$ 35.798 39,600
Class A Common Stock	04/24/2007		M		124,200	A	\$ 4.7735 163,800
Class A Common	04/24/2007		S		124,200	D	\$ 35.7004 39,600

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Number of Shares
Stock Option	\$ 7.25					04/08/1999 04/07/2008	Class A Common Stock 280,000
Stock Option	\$ 10.045					04/15/2004 04/15/2013	Class A Common Stock 500,000
Stock Option	\$ 10.3075					04/25/2002 04/25/2011	Class A Common Stock 400,000
Stock Option	\$ 10.9525					05/02/2003 05/02/2012	Class A Common Stock 600,000
Stock Option	\$ 12.3907					06/06/2001 06/06/2010	Class A Common Stock 668,000
Stock Option	\$ 15.075					04/16/2005 04/16/2014	Class A Common Stock 400,000
Stock Option	\$ 18.395					04/12/2006 04/12/2015	Class A Common Stock 400,000
Stock Option	\$ 26.805					05/24/2007 05/24/2016	Class A Common Stock 400,000
Stock Option	\$ 4.7735	04/23/2007		M	20,800	04/22/2004 04/21/2009	Class A Common 20,800

Stock									Stock
Option	\$ 4.7735	04/24/2007		M	124,200	04/22/2004	04/21/2009		Class A
									Common
									Stock
									124,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOEFFLER MARTIN H 187 EAST SHORE ROAD MORRIS, CT 06763	X		CHAIRMAN & CEO	

Signatures

Edward C. Wetmore, POA	04/24/2007
<u> </u> **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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.