

AMPHENOL CORP /DE/
Form 4
May 03, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Raley Zachary W

(Last) (First) (Middle)
17 POND MEADOW ROAD
(Street)

KILLINGWORTH, CT 06419

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2007

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)
VP GGM WW RF & MICRO PROD

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 | 05/02/2007 | | M | | 16,000 | A | \$ 4.7735 |
| Class A Common Stock | 05/02/2007 | | M | | 6,300 | A | \$ 10.3075 |
| Class A Common Stock | 05/02/2007 | | M | | 80,000 | A | \$ 12.3907 |
| Class A Common | 05/03/2007 | | S | | 102,300 | D | \$ 36 0 |

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | \$ 10.045 | | | | | 04/15/2006 04/15/2013 | Class A Common Stock 30,000 |
| Stock Option | \$ 10.9525 | | | | | 05/02/2006 05/02/2012 | Class A Common Stock 60,000 |
| Stock Option | \$ 15.075 | | | | | 04/16/2006 04/16/2014 | Class A Common Stock 20,000 |
| Stock Option | \$ 18.395 | | | | | 04/12/2006 04/12/2015 | Class A Common Stock 36,000 |
| Stock Option | \$ 26.805 | | | | | 05/24/2007 05/24/2016 | Class A Common Stock 52,000 |
| Stock Option | \$ 4.7735 | 05/02/2007 | | M | 16,000 | 04/22/2004 ⁽¹⁾ 04/22/2009 | Class A Common Stock 16,000 |
| Stock Option | \$ 10.3075 | 05/02/2007 | | M | 6,300 | 04/25/2006 ⁽¹⁾ 04/25/2011 | Class A Common Stock 6,300 |
| Stock Option | \$ 12.3907 | 05/02/2007 | | M | 80,000 | 06/06/2006 ⁽¹⁾ 06/06/2010 | Class A Common Stock 80,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Raley Zachary W 17 POND MEADOW ROAD KILLINGWORTH, CT 06419 | | | VP GGM WW RF & MICRO PROD | |

Signatures

Edward C.
Wetmore, POA

05/03/2007

 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) 100% Vested

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.