AMPHENOL CORP /DE/
Form 4
December 07, 2012

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 *
LORD JOHN R

(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)
12/07/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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	12/07/2012		M		8,000	A	$ 16.18	22,000	D	
Class A Common Stock	12/07/2012		M		8,000	A	$ 20.96	30,000	D	
Class A Common Stock	12/07/2012		M		8,000	A	$ 26.865	38,000	D	
Class A	12/07/2012		M		10,000	A	$ 34.55	48,000	D	

Common Stock								
Class A Common Stock	12/07/2012		M	10,000	A	$ 45.95	58,000	D
Class A Common Stock	12/07/2012		M	10,000	A	$ 32.01	68,000	D
Class A Common Stock	12/07/2012		M	6,667	A	$ 42.99	74,667	D
Class A Common Stock	12/07/2012		M	3,333	A	$ 53.48	78,000	D
Class A Common Stock	12/07/2012		S	64,000	D	$ 61.0786 (1) (2)	14,000	D

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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option	$ 16.18	12/07/2012		M			8,000	05/27/2005	05/27/2014	Class A Common Stock	8,000
Stock Option	$ 20.96	12/07/2012		M			8,000	05/26/2006	05/26/2015	Class A Common Stock	8,000
Stock Option	$ 26.865	12/07/2012		M			8,000	05/25/2007	05/25/2016	Class A Common Stock	8,000

Stock Option (3)	$ 34.55	12/07/2012	M	10,000	05/24/2008(4)	05/24/2017	Class A Common Stock	10,000
Stock Option	$ 45.95	12/07/2012	M	10,000	05/22/2009(4)	05/21/2018	Class A Common Stock	10,000
Stock Option	$ 32.01	12/07/2012	M	10,000	05/21/2010	05/20/2019	Class A Common Stock	10,000
Stock Option	$ 42.99	12/07/2012	M	6,667	05/27/2011	05/27/2020	Class A Common Stock	6,667
Stock Option	$ 53.48	12/07/2012	M	3,333	05/26/2012	05/26/2021	Class A Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORD JOHN R C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	X			

Signatures

Edward C. Wetmore, POA	12/07/2012
**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 $60.96 to $61.27.

(2) The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the 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.

(3) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.

(4) Date Exercisable: 1/3 per year commencing on first anniversary of date of grant.

(5) Securities owned reflect 2-for-1 Stock Split effective March 30, 2007.

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