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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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and LOEFFLE. | Symbol | l | nd Ticker or Trading CORP /DE/ [APH] | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
|--------------------------------------|--------------------------------------|----------------------------------|---------------------------------------|---|--|---|--------------------------|------------------------------|--|--|
| (Last) | (First) | (Middle) 3. Date | of Earliest | Transaction | | (Check a | ll applicable) | | | |
| 187 EAST | SHORE ROAD | (Month 04/23) | /Day/Year) /2007 | | | | | (specify | | |
| | (Street) | 4. If Ar | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| MORRIS, | Filed(M | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) Ta | ble I - Non | a-Derivative Securities Acq | | | r Beneficially | y Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transacti Code | 4. Securities Acquired (A) torDisposed of (D) (Instr. 3, 4 and 5) | Se | Amount of ecurities eneficially | 6. Ownership Form: | 7. Natu Indired Benefi | | |

| (City) | (State) | (Zip) Tak | ole I - Non- | Derivative S | Securi | ities Acquire | ed, Disposed of, o | 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. Securitie onDisposed o (Instr. 3, 4) | f (D) | uired (A) or Price | 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) |
| Class A Common Stock | 04/23/2007 | | M | 20,800 | A | \$ 4.7735 | 60,400 | D | |
| Class A Common Stock | 04/23/2007 | | S | 20,800 | D | \$ 35.798 | 39,600 | D | |
| Class A Common Stock | 04/24/2007 | | M | 124,200 | A | \$ 4.7735 | 163,800 | D | |
| Class A Common | 04/24/2007 | | S | 124,200 | D | \$ 35.7004 | 39,600 | D | |

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Stock

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) | | | e | 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 Common

Stock

124,20

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOEFFLER MARTIN H

187 EAST SHORE ROAD X CHAIRMAN & CEO

MORRIS, CT 06763

Signatures

Edward C. Wetmore, POA 04/24/2007

**Signature of Reporting Date

Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).