

WETMORE EDWARD C
Form 4
May 05, 2006

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 *
WETMORE EDWARD C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, SECRETARY & GEN COUNSEL

4 SHELTON TERRACE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TRUMBULL, CT 06611

(City) (State) (Zip)

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	(D)	Price
Class A Common Stock	05/04/2006		M		2,520	A	\$ 9.5469 3,216
Class A Common Stock	05/04/2006		M		16,000	A	\$ 20.615 19,216
Class A Common Stock	05/04/2006		M		46,000	A	\$ 24.7813 65,216
Class A Common	05/04/2006		S		64,520	D	\$ 696 60.9167

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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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(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	\$ 20.09					04/15/2004 04/15/2013	Class A Common Stock 20,000
Stock Option	\$ 21.905					05/02/2003 05/02/2012	Class A Common Stock 24,000
Stock Option	\$ 30.15					04/16/2005 04/16/2014	Class A Common Stock 20,000
Stock Option	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock 21,000
Stock Option	\$ 9.5469	05/04/2006		M	2,520	04/22/2004 ⁽¹⁾ 04/21/2009	Class A Common Stock 2,520
Stock Option	\$ 20.615	05/04/2006		M	16,000	04/25/2006 ⁽¹⁾ 04/25/2011	Class A Common Stock 16,000
Stock Option	\$ 24.7813	05/04/2006		M	46,000	06/06/2005 ⁽¹⁾ 06/06/2010	Class A Common Stock 46,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WETMORE EDWARD C 4 SHELTON TERRACE TRUMBULL, CT 06611			VP, SECRETARY & GEN COUNSEL	

Signatures

Edward C
Wetmore

05/05/2006

__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.
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