

AMPHENOL CORP /DE/
Form 4
May 05, 2005

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 *
TWAALFHOVEN MARK

(Last) (First) (Middle)

1912 CONVENTION PLAZA
APTS.-1 HARBOUR RD

(Street)

WANCHAI, HONG KONG China

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2005

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)
SR VP & GGM COMM CONNECTORS

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/04/2005		M		50 \$ 6.5	50	D
Class A Common Stock	05/04/2005		M		50 \$ 8	100	D
Class A Common Stock	05/04/2005		M		6,600 \$ 21.905	6,700	D
Class A Common	05/04/2005		S		6,700 \$ 39.7715	0	D

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 9.5469					04/22/2004	04/22/2009	Class A Common Stock	100
Stock Option	\$ 12.8594					10/01/2004	10/01/2009	Class A Common Stock	100
Stock Option	\$ 20.09					04/15/2004	04/15/2013	Class A Common Stock	18,000
Stock Option	\$ 20.615					04/25/2004	04/25/2011	Class A Common Stock	4,400
Stock Option	\$ 24.7813					06/06/2000	06/06/2010	Class A Common Stock	12,200
Stock Option	\$ 30.15					04/16/2005	04/16/2014	Class A Common Stock	25,200
Stock Option	\$ 6.5	05/04/2005		M	50	05/19/2002	05/19/2007	Class A Common Stock	50
Stock Option	\$ 8	05/04/2005		M	50	10/26/2003	10/26/2008	Class A Common Stock	50

Stock Option	\$ 21.905	05/04/2005	M	6,600	05/02/2005	05/02/2012	Class A Common Stock	6,600
--------------	-----------	------------	---	-------	------------	------------	----------------------------	-------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TWAALFHOVEN MARK 1912 CONVENTION PLAZA APTS.-1 HARBOUR RD WANCHAI, HONG KONG China			SR VP & GGM COMM CONNECTORS	

Signatures

Edward C. Wetmore, POA	05/05/2005
---------------------------	------------

<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.