

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.

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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)	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

Date

**Signature of Reporting
Person

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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