

AMPHENOL CORP /DE/
Form 4
November 21, 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 *
JEPSEN EDWARD G

(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)
11/20/2012

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)

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	11/20/2012		M		10,000	A	\$ 34.55 110,000
Class A Common Stock	11/20/2012		M		10,000	A	\$ 45.95 120,000
Class A Common Stock	11/20/2012		M		1,383	A	\$ 32.01 121,383
Class A Common Stock	11/20/2012		S		21,383	D	\$ 100,000

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Common Stock						60.5099	
Class A Common Stock	11/21/2012		M	8,617	A	\$ 32.01	108,617 D
Class A Common Stock	11/21/2012		M	6,667	A	\$ 42.99	115,284 D
Class A Common Stock	11/21/2012		M	3,333	A	\$ 53.48	118,617 D
Class A Common Stock	11/21/2012		S	18,617	D	\$ 60.5249	100,000 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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option <u>(1)</u>	\$ 34.55	11/20/2012		M	10,000	05/24/2008 ⁽²⁾	05/24/2017	Class A Common Stock	10,000
Stock Option	\$ 45.95	11/20/2012		M	10,000	05/22/2009 ⁽²⁾	05/21/2018	Class A Common Stock	10,000
Stock Option	\$ 32.01	11/20/2012		M	1,383	05/21/2010	05/20/2019	Class A Common Stock	1,383
Stock Option	\$ 32.01	11/21/2012		M	8,617	05/21/2010	05/20/2019	Class A Common Stock	8,617

Stock Option	\$ 42.99	11/21/2012	M	6,667	05/27/2011	05/27/2020	Class A Common Stock	6,667
Stock Option	\$ 53.48	11/21/2012	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
JEPSEN EDWARD G C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	X			

Signatures

Edward C. Wetmore, POA	11/21/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.
- (2) Date Exercisable: 1/3 per year commencing on first anniversary of date of grant.
- (3) Securities owned reflect 2-for-1 Stock Split effective March 30, 2007.

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.