

AMPHENOL CORP /DE/  
Form 4  
September 04, 2014

**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, 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 \*  
REARDON DIANA G

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)  
C/O AMPHENOL CORPORATION, 358 HALL AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
09/02/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP CFO

(Street)  
WALLINGFORD, CT 06492

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	09/02/2014		M	60,000	A	\$ 45.95	60,000	D
Class A Common Stock	09/02/2014		S	60,000	D	\$ 104.3759 <u>(1) (2)</u>	0	D
Class A Common Stock	09/02/2014		M	100,000	A	\$ 32.01	100,000	D
Class A Common Stock	09/02/2014		S	100,000	D	\$ 104.38	0	D

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				<u>(1)</u> <u>(2)</u>			
Common Stock							
Class A Common Stock	09/03/2014	M	96,363	A	\$ 32.01	96,363	D
Class A Common Stock	09/03/2014	S	96,363	D	\$ 104.3291 <u>(3)</u>	0	D
Class A Common Stock	09/04/2014	M	3,637	A	\$ 32.01	3,637	D
Class A Common Stock	09/04/2014	S	3,637	D	\$ 104.5	0	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 of Number of Shares
Stock Option	\$ 45.95	09/02/2014		M	60,000	05/22/2009 05/21/2018	Class A Common Stock 60,000
Stock Option	\$ 32.01	09/02/2014		M	100,000	05/21/2010 05/20/2019	Class A Common Stock 100,000
Stock Option	\$ 32.01	09/03/2014		M	96,363	05/21/2010 05/20/2019	Class A Common Stock 96,363
Stock Option	\$ 32.01	09/04/2014		M	3,637	05/21/2010 05/20/2019	Class A Common Stock 3,637

