

AMPHENOL CORP /DE/  
Form POS AM  
January 26, 2006

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As filed with the Securities and Exchange Commission on January 26, 2006  
Post-Effective Amendment No. 1 to the Registration Statement No. 333-111687

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## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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### POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## Amphenol Corporation

(Exact name of registrant  
as specified in charter)

#### Delaware

(State or other jurisdiction of  
incorporation or organization)

22-2785165

(I.R.S. Employer Identification  
Number)

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358 Hall Avenue  
Wallingford, Connecticut 06492  
(203) 265-8900

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Edward C. Wetmore, Esq.  
Amphenol Corporation  
358 Hall Avenue  
Wallingford, Connecticut 06492  
(203) 265-8900

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all correspondence to:

John B. Tehan, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017-3954  
Telephone: (212) 455-2000

Approximate Date of Commencement of Proposed Sale to the Public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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**DEREGISTRATION OF SECURITIES**

On January 2, 2004, the Registrant filed a Registration Statement on Form S-3 (Registration No. 333-111687) (the "Registration Statement") with the U.S. Securities and Exchange Commission, for the issuance and sale of shares of Class A Common Stock.

Pursuant to the undertaking made by the Registrant as required by Item 512(a)(3) of Regulation S-K, the Registrant files this Post-Effective Amendment No. 1 to the Registration Statement and hereby deregisters all securities registered that remain unsold pursuant to the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement No. 333-111687 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wallingford, State of Connecticut, on the 26th day of January, 2006.

AMPHENOL CORPORATION  
Registrant

By:

/s/ DIANA G. REARDON

Name: Diana G. Reardon  
Title: Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on the 26th day of January, 2006 by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
By: <u>/s/ MARTIN H. LOEFFLER</u> Martin H. Loeffler	Director, Chairman, Chief Executive Officer and President (Principal Executive Officer)
By: <u>/s/ DIANA G. REARDON</u> Diana G. Reardon	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
By: <u>/s/ EDWARD G. JEPSSEN</u> Edward G. Jepsen	Director
By: <u>/s/ ANDREW E. LIETZ</u> Andrew E. Lietz	Director
By: <u>/s/ DEAN H. SECORD</u> Dean H. Secord	Director
By: <u>/s/ JOHN R. LORD</u> John R. Lord	Director
By: <u>/s/ RONALD P. BADIE</u> Ronald P. Badie	Director

By:

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Signature

Title

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/s/ STANLEY L. CLARK

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Director

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Stanley L. Clark

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