

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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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 \*  
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			
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 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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(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 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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REARDON DIANA G C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492			EVP CFO	

## Signatures

Edward C. Wetmore, POA	09/04/2014
<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) This transaction was executed in multiple trades at prices ranging from \$104.30 to \$104.50.  
The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the  
(2) SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$104.20 to \$104.501.

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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