

AMPHENOL CORP /DE/
Form 8-K
August 04, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 4, 2006

AMPHENOL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-10879

(Commission File Number)

22-2785165

(IRS Employer
Identification No.)

358 Hall Avenue, Wallingford, Connecticut

(Address of principal executive offices)

06492

(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On August 4, 2006, Amphenol Corporation issued a press release announcing its third quarterly dividend for 2006 on its Common Stock in the amount of \$.03 per share. In the same press release, Amphenol Corporation announced an extension of the termination date of the Amphenol Corporation open market stock repurchase program. A copy of Amphenol Corporation's press release is attached hereto as Exhibit 99.1

Statements in this Form 8K which are other than historical facts are intended to be forward-looking statements within the meaning of the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act of 1995 and other related laws. While the Company believes such statements are reasonable, the actual results and effects could differ materially from those currently anticipated. Please refer to Part I, Item 1A of the Company's Form 10-K for the year ended December 31, 2005, for some factors that could cause the actual results to differ from estimates. In providing forward-looking statements, the Company is not undertaking any duty or obligation to update these statements publicly as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

99.1 Press Release, dated August 4, 2006, issued by Amphenol Corporation.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMPHENOL CORPORATION

By

/s/ Diana G. Reardon
Diana G. Reardon
Senior Vice President
and Chief Financial Officer

4, 2006

Date: August