

AMPHENOL CORP /DE/
Form 4
May 13, 2005

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 *
FRASER JAMIE A

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)
2469 RHONDA DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2005

____ Director
 Officer (give title below) _____ Other (specify below)
SR VP & GGM INTERCONNECT SYS

VESTAL, NY 13850

(City) (State) (Zip)

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

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)
			Code	V	Amount	(D)	Price
Class A Common Stock	05/12/2005		M		672	A	\$ 8 2,672
Class A Common Stock	05/12/2005		M		3,200	A	\$ 9.5469 5,872
Class A Common Stock	05/12/2005		M		16,000	A	\$ 20.615 21,872
Class A Common	05/12/2005		M		12,128	A	\$ 21.905 34,000

Stock

Class A Common Stock	05/12/2005	M	37,600	A	\$ 24.7813	71,600	D
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Class A Common Stock	05/12/2005	M	10,400	A	\$ 28.375	82,000	D
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Class A Common Stock	05/12/2005	S	80,000	D	\$ 39.5	2,000	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 or Number of Shares
Stock Option	\$ 20.09					04/15/2004	04/15/2013	Class A Common Stock	32,000
Stock Option	\$ 30.15					04/16/2005	04/16/2014	Class A Common Stock	27,500
Stock Option	\$ 36.79					04/12/2006	04/12/2015	Class A Common Stock	30,000
Stock Option	\$ 8	05/12/2005		M	672	10/26/2003	10/26/2008	Class A Common Stock	672
Stock Option	\$ 9.5469	05/12/2005		M	3,200	04/22/2004	04/22/2009	Class A Common Stock	3,200

Instrument	Exercise Price	Grant Date	Expiration Date	Term	Quantity	Acquisition Date	Expiration Date	Class	Quantity
Stock Option	\$ 20.615	05/12/2005		M	16,000	04/25/2005	04/25/2011	Class A Common Stock	16,000
Stock Option	\$ 21.905	05/12/2005		M	12,128	05/02/2005	05/02/2012	Class A Common Stock	12,128
Stock Option	\$ 24.7813	05/12/2005		M	37,600	06/06/2004	06/06/2010	Class A Common Stock	37,600
Stock Option	\$ 28.375	05/12/2005		M	10,400	10/05/2004	10/05/2010	Class A Common Stock	10,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRASER JAMIE A 2469 RHONDA DRIVE VESTAL, NY 13850			SR VP & GGM INTERCONNECT SYS	

Signatures

Edward C.
Wetmore, POA

05/13/2005

**Signature of Reporting Person Date

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).
- 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.