

AMPHENOL CORP /DE/
Form 4
November 21, 2012

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 *
JEPSEN EDWARD G

(Last) (First) (Middle)

C/O AMPHENOL CORPORATION, 358 HALL AVENUE

(Street)

WALLINGFORD, CT 06492

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMPHENOL CORP /DE/ [APH]

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	11/20/2012		M	10,000 A	\$ 34.55 110,000	D	
Class A Common Stock	11/20/2012		M	10,000 A	\$ 45.95 120,000	D	
Class A Common Stock	11/20/2012		M	1,383 A	\$ 32.01 121,383	D	
Class A Common Stock	11/20/2012		S	21,383 D	\$ 100,000	D	

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Common Stock						60.5099	
Class A Common Stock	11/21/2012		M	8,617	A	\$ 32.01	108,617 D
Class A Common Stock	11/21/2012		M	6,667	A	\$ 42.99	115,284 D
Class A Common Stock	11/21/2012		M	3,333	A	\$ 53.48	118,617 D
Class A Common Stock	11/21/2012		S	18,617	D	\$ 60.5249	100,000 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 or Number of Shares
Stock Option <u>(1)</u>	\$ 34.55	11/20/2012		M	10,000	05/24/2008 ⁽²⁾	05/24/2017	Class A Common Stock	10,000
Stock Option	\$ 45.95	11/20/2012		M	10,000	05/22/2009 ⁽²⁾	05/21/2018	Class A Common Stock	10,000
Stock Option	\$ 32.01	11/20/2012		M	1,383	05/21/2010	05/20/2019	Class A Common Stock	1,383
Stock Option	\$ 32.01	11/21/2012		M	8,617	05/21/2010	05/20/2019	Class A Common Stock	8,617

