

REARDON DIANA G
Form 4
November 29, 2017

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

(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)
11/27/2017

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/27/2017		M		260,000	A	\$ 26.63
Class A Common Stock	11/27/2017		S		260,000	D	\$ 90.5901 (1) (2)
Class A Common Stock	11/27/2017		M		20,000	A	\$ 39
Class A Common Stock	11/27/2017		S		20,000	D	\$ 0

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Common Stock					90.5901			
					(1) (2)			
Class A Common Stock	11/27/2017		M	77,000	A	\$ 47.715	77,000	D
Class A Common Stock	11/28/2017		M	156,000	A	\$ 39	233,000	D
Class A Common Stock	11/28/2017		S	156,000	D	\$ 90.9038	77,000	D
						(2) (3)		
Class A Common Stock	11/28/2017		M	67,000	A	\$ 47.715	144,000	D
Class A Common Stock	11/28/2017		S	67,000	D	\$ 90.9038	77,000	D
						(2) (3)		

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 of Number of Shares
Stock Option	\$ 26.63	11/27/2017		M	260,000	05/24/2013 05/24/2022	Class A Common Stock 260,000
Stock Option	\$ 39	11/27/2017		M	20,000	05/23/2014 05/23/2023	Class A Common Stock 20,000
Stock Option	\$ 47.715	11/27/2017		M	77,000	05/22/2015 05/22/2024	Class A Common Stock 77,000
	\$ 39	11/28/2017		M	156,000	05/23/2014 05/23/2023	156,000

Stock Option									Class A Common Stock	
Stock Option	\$ 47.715	11/28/2017		M	67,000	05/22/2015	05/22/2024		Class A Common Stock	67,000

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	X			

Signatures

Lance E. D'Amico, POA	11/29/2017
**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).
- (1) This transaction was executed in multiple trades at prices ranging from \$90.40 to \$90.92.
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 \$90.75 to \$91.17.

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.