

AMPHENOL CORP /DE/
Form 4
October 25, 2006

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 *
ANDERSON GARY

(Last) (First) (Middle)
87 CAMPMEETING STREET
(Street)

SIDNEY, NY 13838

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2006

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)
SR VP & GGM AERO & IND OPS

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	10/23/2006		M		18,400	A	\$ 24.7813
Class A Common Stock	10/23/2006		S		18,400	D	\$ 67.5 0
Class A Common Stock	10/24/2006		M		41,600	A	\$ 24.7813
Class A Common	10/24/2006		S		41,600	D	\$ 67.5 0

Stock

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	\$ 20.09					04/15/2004 04/15/2013	Class A Common Stock 30,000
Stock Option	\$ 20.615					04/25/2004 04/25/2011	Class A Common Stock 20,000
Stock Option	\$ 21.905					05/02/2004 05/02/2012	Class A Common Stock 32,000
Stock Option	\$ 30.15					04/16/2005 04/16/2014	Class A Common Stock 31,500
Stock Option	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock 35,000
Stock Option	\$ 53.61					05/24/2007 05/24/2016	Class A Common Stock 40,000
Stock Option	\$ 24.7813	10/23/2006		M	18,400	06/06/2005 06/06/2010	Class A Common Stock 18,400
Stock Option	\$ 24.7813	10/24/2006		M	41,600	06/06/2005 06/06/2010	Class A Common Stock 41,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON GARY 87 CAMPMEETING STREET SIDNEY, NY 13838			SR VP & GGM AERO & IND OPS	

Signatures

Edward C.
Wetmore, POA

10/25/2006

__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.
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