#### BADIE RONALD P

Form 5

February 14, 2011

### FORM 5

#### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0362 Number: January 31,

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer BADIE RONALD P Symbol AMPHENOL CORP /DE/ [APH] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) \_X\_ Director 10% Owner Officer (give title 12/31/2010 \_ Other (specify below) below) 3747 CHEVY CHASE DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

#### FLINTRIDGE, Â CAÂ 91011

(State)

(Zip)

(City)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tal	ble I - Non-De	rivative Se	curit	ies Acq	uired, Disposed	of, or Beneficia	lly 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. Securiti Acquired Disposed (Instr. 3, 4	(A) o of (D	)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Derivative

Persons who respond to the collection of information **SEC 2270** contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pı
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	of	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Inst

Acquired

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	Security				(A) or Dispos (D) (Instr. 2 and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0	01/04/2010	Â	A	3.73	Â	(2)	(2)	Class A Common Stock	3.73	\$ 3
Phantom Stock (1)	\$ 0	04/01/2010	Â	A	3.11	Â	(2)	(2)	Class A Common Stock	3.11	\$ 4
Phantom Stock (1)	\$ 0	07/01/2010	Â	A	3.28	Â	(2)	(2)	Class A Common Stock	3.28	\$ 4
Phantom Stock (1)	\$ 0	10/01/2010	Â	A	3.49	Â	(2)	(2)	Class A Common Stock	3.49	\$ 4
Phantom Stock (1)	\$ 0	01/01/2011	Â	A	2.84	Â	(2)	(2)	Class A Common Stock	2.84	\$ 4

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BADIE RONALD P 3747 CHEVY CHASE DRIVE FLINTRIDGE, CA 91011	ÂΧ	Â	Â	Â			

## **Signatures**

Edward C.
Wetmore, POA

\*\*Signature of Reporting

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) Phantom Stock Units convert to Class A Common Stock on a one-for-one basis.

Under the Amphenol Corporation Directors' Compensation Plan, the Reporting Person is entitled to receive shares of Class A Common

(2) Stock on a one-for-one basis upon the later of the first day of the year following the Reporting Person's retirement or separation from the Board of Directors or six months after such event.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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