

AMPHENOL CORP /DE/
Form 4
December 02, 2014

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 *
WALTER LUC

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR VP & GGM EUR MIL & AERO OPS

C/O AMPHENOL CORPORATION, 358 HALL AVENUE

(Street)

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

WALLINGFORD, CT 06492

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	12/02/2014		M	44,000 A	\$ 16.005	52,728	D
Class A Common Stock	12/02/2014		S	28,000 D	\$ 53.0345	24,728	D
					<u>(1)</u> <u>(2)</u>		
Class A Common Stock	12/02/2014		M	57,600 A	\$ 21.495	82,328	D
Class A Common Stock	12/02/2014		S	40,600 D	\$	41,728	D

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Common Stock 53.0345
(1) (2)

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

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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	\$ 16.005	12/02/2014		M	44,000	05/21/2010 05/20/2019	Class A Common Stock	44,000	
Stock Option	\$ 21.495	12/02/2014		M	57,600	05/27/2011 05/27/2020	Class A Common Stock	57,600	
Stock Option	\$ 26.74					05/26/2012 05/26/2021	Class A Common Stock	136,000	
Stock Option	\$ 26.63					05/24/2013 05/24/2022	Class A Common Stock	152,000	
Stock Option	\$ 39					05/23/2014 05/23/2023	Class A Common Stock	130,000	
Stock Option	\$ 47.715					05/22/2015 05/22/2024	Class A Common Stock	140,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				SR VP & GGM EUR MIL & AERO OPS

WALTER LUC
C/O AMPHENOL CORPORATION
358 HALL AVENUE
WALLINGFORD, CT 06492

Signatures

Edward C.
Wetmore, POA

12/02/2014

__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 \$53.0008 to \$53.1163.
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) Securities owned reflect 2-for-1 Stock Split effective October 9, 2014.

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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