

Clark Stanley L
Form 5
January 11, 2019

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Clark Stanley L

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

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 Reporting

(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 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)
				Amount	(A) or (D)	Price			
Class A Common Stock	Â	Â	Â	Â	Â	Â	17,013	D	Â
Restricted Stock	Â	Â	Â	Â	Â	Â	1,592	D	Â

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

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SEC 2270
(9-02)

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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)	8. Deemed Exercise Date (Month/Day/Year)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock ⁽¹⁾	\$ 0	04/02/2018	Â	A	36.8 Â	Â ⁽²⁾ Â ⁽²⁾	Class A Common Stock	36.8 \$
Phantom Stock ⁽¹⁾	\$ 0	07/02/2018	Â	A	38.66 Â	Â ⁽²⁾ Â ⁽²⁾	Class A Common Stock	38.66 \$
Phantom Stock ⁽¹⁾	\$ 0	10/01/2018	Â	A	44.86 Â	Â ⁽²⁾ Â ⁽²⁾	Class A Common Stock	44.86 \$
Phantom Stock ⁽¹⁾	\$ 0	01/02/2019	Â	A	46.46 Â	Â ⁽²⁾ Â ⁽²⁾	Class A Common Stock	46.46 \$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Clark Stanley L C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	Â X Â Â Â

Signatures

Lance E.
D'Amico, POA 01/11/2019

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

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(2) Not applicable.

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