

AMPHENOL CORP /DE/
Form 4
July 27, 2005

FORM 4

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

OMB APPROVAL

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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 *
MONTEITH JEROME

(Last) (First) (Middle)
227 GREEN HILL ROAD

(Street)

MADISON, CT 06443

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VICE PRESIDENT HUMAN RESOURCES

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	07/25/2005		M	1,008	A	\$ 8	1,008	D
Class A Common Stock	07/25/2005		M	2,700	A	\$ 20.09	3,708	D
Class A Common Stock	07/25/2005		M	12,600	A	\$ 21.905	16,308	D
Class A Common	07/25/2005		M	38,000	A	\$ 24.7813	54,308	D

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Stock

Class A

Common 07/25/2005 S 54,308 D \$ 44 0 D

Stock

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	\$ 20.615					04/25/2004 04/25/2011	Class A Common Stock 2,800
Stock Option	\$ 30.15					04/16/2005 04/16/2014	Class A Common Stock 17,500
Stock Option	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock 17,500
Stock Option	\$ 8	07/25/2005		M	1,008	10/26/2003 10/26/2008	Class A Common Stock 1,008
Stock Option	\$ 20.09	07/25/2005		M	2,700	04/15/2005 04/15/2013	Class A Common Stock 2,700
Stock Option	\$ 21.905	07/25/2005		M	12,600	05/02/2005 05/02/2012	Class A Common Stock 12,600
Stock Option	\$ 24.7813	07/25/2005		M	38,000	06/06/2005 06/06/2010	Class A Common Stock 38,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTEITH JEROME 227 GREEN HILL ROAD MADISON, CT 06443			VICE PRESIDENT HUMAN RESOURCES	

Signatures

Edward C.
Wetmore, POA

07/27/2005

 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. 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.