

AMPHENOL CORP /DE/
Form 4
June 15, 2007

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 *
FRASER JAMIE A

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)
2469 RHONDA DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2007

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
SR VP & GGM INTERCONNECT SYS

VESTAL, NY 13850
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	06/13/2007		M		12,800	A	\$ 10.045 16,800
Class A Common Stock	06/13/2007		M		12,800	A	\$ 10.9525 29,600
Class A Common Stock	06/13/2007		M		11,000	A	\$ 15.075 40,600
Class A Common	06/13/2007		M		24,000	A	\$ 18.395 64,600

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Stock

Class A
Common Stock 06/13/2007 M 13,600 A \$ 26.805 78,200 D

Class A
Common Stock 06/13/2007 S 74,200 D \$ 35.5034 4,000 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	\$ 34.55					05/24/2008 05/24/2017	Class A Common Stock 62,000
Stock Option	\$ 10.045	06/13/2007		M	12,800	04/15/2007 ⁽¹⁾ 04/15/2013	Class A Common Stock 12,800
Stock Option	\$ 10.9525	06/13/2007		M	12,800	05/02/2007 ⁽²⁾ 05/02/2012	Class A Common Stock 12,800
Stock Option	\$ 15.075	06/13/2007		M	11,000	04/16/2007 ⁽¹⁾ 04/16/2014	Class A Common Stock 11,000
Stock Option	\$ 18.395	06/13/2007		M	24,000	04/12/2007 ⁽¹⁾ 04/12/2015	Class A Common Stock 24,000
Stock Option	\$ 26.805	06/13/2007		M	13,600	05/24/2007 ⁽¹⁾ 05/24/2016	Class A Common Stock 13,600

