

AMPHENOL CORP /DE/
Form 4
May 16, 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 *
FRASER JAMIE A

(Last) (First) (Middle)
2469 RHONDA DRIVE
(Street)

VESTAL, NY 13850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 05/13/2005 | | M | | 12,800 A \$ 20.09 | 14,800 | D |
| Class A Common Stock | 05/13/2005 | | M | | 7,072 A \$ 21.905 | 21,872 | D |
| Class A Common Stock | 05/13/2005 | | M | | 5,128 A \$ 30.15 | 27,000 | D |
| Class A Common | 05/13/2005 | | S | | 25,000 D \$ 39.5 | 2,000 | D |

Stock

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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(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|--------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
| | | | | | Acquired (A) | or Disposed of (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 | 4,000 |
| Stock Option | \$ 24.7813 | | | | | | 06/06/2004 | 06/06/2010 | Class A Common Stock | 9,400 |
| Stock Option | \$ 28.375 | | | | | | 10/05/2004 | 10/05/2010 | Class A Common Stock | 2,600 |
| Stock Option | \$ 36.79 | | | | | | 04/12/2006 | 04/12/2015 | Class A Common Stock | 30,000 |
| Stock Option | \$ 20.09 | 05/13/2005 | | M | 12,800 | | 04/15/2004 | 04/15/2013 | Class A Common Stock | 12,800 |
| Stock Option | \$ 21.905 | 05/13/2005 | | M | 7,072 | | 05/02/2005 | 05/02/2012 | Class A Common Stock | 7,072 |
| Stock Option | \$ 30.15 | 05/13/2005 | | M | 5,128 | | 04/15/2005 | 04/16/2014 | Class A Common Stock | 5,128 |

