

AMPHENOL CORP /DE/
Form 3
June 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Memmen Stephan D</p> <p>(Last) (First) (Middle)</p> <p>C/O AMPHENOL T&M ANTENNAS, 825 CORPORATE WOODS PARKWAY</p> <p>(Street)</p> <p>VERNON HILLS, IL 60061</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/07/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AMPHENOL CORP /DE/ [APH]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP&GGM Mobile Consumer Prods</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	04/15/2003 ⁽¹⁾	04/15/2013	Class A Common Stock	7,200	\$ 20.09	D	Â
Stock Option	04/25/2001 ⁽²⁾	04/25/2010	Class A Common Stock	2,000	\$ 20.615	D	Â
Stock Option	05/02/2002 ⁽¹⁾	05/02/2012	Class A Common Stock	3,000	\$ 21.905	D	Â
Stock Option	06/06/2000 ⁽²⁾	06/06/2010	Class A Common Stock	4,400	\$ 24.7813	D	Â
Stock Option	04/16/2004 ⁽¹⁾	04/16/2014	Class A Common Stock	12,000	\$ 30.15	D	Â
Stock Option	04/12/2005 ⁽¹⁾	04/12/2015	Class A Common Stock	18,000	\$ 36.79	D	Â
Stock Option	05/24/2006 ⁽¹⁾	05/24/2016	Class A Common Stock	26,000	\$ 53.61	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Memmen Stephan D C/O AMPHENOL T&M ANTENNAS 825 CORPORATE WOODS PARKWAY VERNON HILLS, IL 60061	Â	Â	Â VP&GGM Mobile Consumer Prods	Â

Signatures

Edward C. Wetmore, POA 06/13/2006

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.

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(2) 100% Vested

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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