

AMPHENOL CORP /DE/  
Form 4  
February 29, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**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 \*  
LIETZ ANDREW E

(Last) (First) (Middle)  
47 SPRING ROAD  
(Street)  
RYE, NH 03870  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2012

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 02/28/2012                           |  | M                              | 4,300 A   | \$ 16.18 4,300  | D  |   |
| Class A Common Stock            | 02/28/2012                           |  | M                              | 4,300 A   | \$ 20.96 8,600  | D  |   |
| Class A Common Stock            | 02/28/2012                           |  | M                              | 4,300 A   | \$ 26.865 12,900  | D  |   |
| Class A Common Stock            | 02/28/2012                           |  | M                              | 5,884 A   | \$ 34.55 18,784   | D  |   |

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|                            |            |   |                                 |   |           |        |   |
|----------------------------|------------|---|---------------------------------|---|-----------|--------|---|
| Class A<br>Common<br>Stock | 02/28/2012 | M | 5,884                           | A | \$ 45.95  | 24,668 | D |
| Class A<br>Common<br>Stock | 02/28/2012 | M | 3,517                           | A | \$ 32.01  | 28,185 | D |
| Class A<br>Common<br>Stock | 02/28/2012 | M | 1,665                           | A | \$ 42.99  | 29,850 | D |
| Class A<br>Common<br>Stock | 02/28/2012 | S | 29,850<br><u>(1)</u> <u>(4)</u> | D | \$ 56.219 | 0      | D |

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

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SEC 1474  
(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                               | \$ 16.18   | 02/28/2012                           |  | M                              | 4,300   | 05/27/2005 05/27/2014                                    | Class A Common Stock  | 4,300                      |
| Stock Option                               | \$ 20.96   | 02/28/2012                           |  | M                              | 4,300   | 05/26/2006 05/26/2015                                    | Class A Common Stock  | 4,300                      |
| Stock Option                               | \$ 26.865  | 02/28/2012                           |  | M                              | 4,300   | 05/25/2007 05/25/2016                                    | Class A Common Stock  | 4,300                      |
| Stock Option <u>(3)</u>                    | \$ 34.55   | 02/28/2012                           |  | M                              | 5,884   | 05/24/2008 <sup>(2)</sup> 05/24/2017                     | Class A Common Stock  | 5,884                      |

|              |          |            |   |       |                           |            |                            |       |
|--------------|----------|------------|---|-------|---------------------------|------------|----------------------------|-------|
| Stock Option | \$ 45.95 | 02/28/2012 | M | 5,884 | 05/22/2009 <sup>(2)</sup> | 05/21/2018 | Class A<br>Common<br>Stock | 5,884 |
| Stock Option | \$ 32.01 | 02/28/2012 | M | 3,517 | 05/21/2010                | 05/20/2019 | Class A<br>Common<br>Stock | 3,517 |
| Stock Option | \$ 42.99 | 02/28/2012 | M | 1,665 | 05/27/2011                | 05/27/2020 | Class A<br>Common<br>Stock | 1,665 |

## Reporting Owners

| Reporting Owner Name / Address                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LIETZ ANDREW E<br>47 SPRING ROAD<br>RYE, NH 03870 | X             |           |         |       |

## Signatures

Edward C.  
Wetmore, POA

02/29/2012

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).

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the

- (1) SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Date Exercisable: 1/3 per year commencing on first anniversary of date of grant.
- (3) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.
- (4) This transaction was executed in multiple trades ranging from \$56.050 to \$56.301.

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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