

AMPHENOL CORP /DE/  
Form 4  
May 17, 2017

**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 \*  
NORWITT RICHARD ADAM

(Last) (First) (Middle)

C/O AMPHENOL CORPORATION, 358 HALL AVENUE

(Street)

WALLINGFORD, CT 06492

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/15/2017

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)  
President & CEO

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   |  |   |
| Class A Common Stock            | 05/15/2017                           |  | M                              | 200,000 A   | \$ 21.495   | 293,992  | D   |
| Class A Common Stock            | 05/15/2017                           |  | S                              | 200,000 D   | 73.1015   | 93,992   | D   |
|                                 |                                      |  |                                |   | (1) (2)   | 124,741  | I   |
| Class A Common Stock-Trust      |                                      |  |                                |   |   |  | Norwitt Family Trust 9-20-2012, Richard               |

|   |               |   |
|---|---------------|---|
| Richard A. Norwitt Grantor Retained Annuity Trust-A | 51,465      I | Adam Norwitt and Glori Joan Norwitt, original Trustees<br><br>by Grantor Retained Annuity Trust-A |
| Richard A. Norwitt Grantor Retained Annuity Trust-B | 51,465      I | by Grantor Retained Annuity Trust-B   |

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

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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 of Number of Shares                         |
| Stock Option                               | \$ 21.495  | 05/15/2017                           |  | M                              | 200,000   | 05/27/2011      05/27/2020                               | Class A Common Stock      200,000                             |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

X

