

NORWITT RICHARD ADAM
Form 4
April 30, 2019

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 *
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)
04/26/2019

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	04/26/2019		M		200,000	A	\$ 26.63
Class A Common Stock	04/26/2019		S		200,000	D	\$ 99.5806 <u>(1)</u> <u>(2)</u>
Class A Common Stock	04/29/2019		M		51,525	A	\$ 26.63
Class A Common Stock	04/29/2019		S		51,525	D	\$ 0

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Common Stock						99,4665 <u>(2)</u> <u>(3)</u>		
Class A Common Stock	04/30/2019		M	178,475	A	\$ 26.63	178,475	D
Class A Common Stock	04/30/2019		S	178,475	D	\$ <u>99.3152</u> <u>(2)</u> <u>(4)</u>	0	D
Class A Common Stock-Richard and Glori Joint Account	04/30/2019		M	50,000	A	\$ 26.63	118,045	D
Class A Common Stock-Trust							267,331	I
IRA							992	D
Richard A. Norwitt Grantor Retained Annuity Trust-A-1							33,795	D

Norwitt Family Trust 9-20-2012, Richard Adam Norwitt and Glori Joan Norwitt, original Trustees

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option		\$ 26.63	04/26/2019	M	200,000	05/24/2013 05/24/2022	Class A Common Stock	200,000
Stock Option		\$ 26.63	04/29/2019	M	51,525	05/24/2013 05/24/2022	Class A Common Stock	51,525
Stock Option		\$ 26.63	04/30/2019	M	178,475	05/24/2013 05/24/2022	Class A Common Stock	178,475
Stock Option		\$ 26.63	04/30/2019	M	50,000	05/24/2013 05/24/2022	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORWITT RICHARD ADAM C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492	X		President & CEO	

Signatures

Lance E. D'Amico, POA 04/30/2019

**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).
- (1) This transaction was executed in multiple trades at prices ranging from \$99.35 to \$100.0683.
The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the 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.
- (3) This transaction was executed in multiple trades at prices ranging from \$99.00 to \$100.47.
- (4) This transaction was executed in multiple trades ranging from \$99.011 to \$99.5162.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.