

AMPHENOL CORP /DE/
Form 4
December 01, 2006

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 *
NAUJOKS UDO

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
FRAUENBERGSTRASSE 13

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT & GGM, ATE

(Street)
74388 TALHEIM Germany

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/30/2006		M		2,600 A \$ 20.09	2,600	D
Class A Common Stock	11/30/2006		M		3,200 A \$ 20.615	5,800	D
Class A Common Stock	11/30/2006		M		3,200 A \$ 21.905	9,000	D
Class A Common	11/30/2006		M		8,000 A \$ 30.15	17,000	D

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Stock

Class A
Common Stock 11/30/2006 M 5,200 A \$ 36.79 22,200 D

Class A
Common Stock 11/30/2006 S 22,200 D \$ 68.5 0 D

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 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)	8. Amount or Number of Shares
Stock Option	\$ 53.61					Date Exercisable: 05/24/2007 Expiration Date: 05/24/2016	Class A Common Stock	32,000
Stock Option	\$ 20.09	11/30/2006		M	2,600	04/15/2006 04/15/2013	Class A Common Stock	2,600
Stock Option	\$ 20.615	11/30/2006		M	3,200	04/25/2006 04/25/2011	Class A Common Stock	3,200
Stock Option	\$ 21.905	11/30/2006		M	3,200	05/02/2006 05/02/2012	Class A Common Stock	3,200
Stock Option	\$ 30.15	11/30/2006		M	8,000	04/16/2006 04/16/2014	Class A Common Stock	8,000
Stock Option	\$ 36.79	11/30/2006		M	5,200	04/12/2006 04/12/2015	Class A Common Stock	5,200

