

AMPHENOL CORP /DE/  
Form 4  
June 02, 2005

**FORM 4**

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

OMB APPROVAL

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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 * <b>MONTEITH JEROME</b>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>AMPHENOL CORP /DE/ [APH]</b>	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VICE PRESIDENT HUMAN RESOURCES</b>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/01/2005</b>	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>227 GREEN HILL ROAD</b>			4. If Amendment, Date Original Filed(Month/Day/Year)	
	(Street)			
<b>MADISON, CT 06443</b>				
(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	06/01/2005		M	A	\$ 20.09	4,500	D
Class A Common Stock	06/02/2005		S	D	\$ 42.382	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)

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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)	8. Amount or Number of Shares
Stock Option	\$ 8					10/26/2003 10/26/2008	Class A Common Stock	1,008
Stock Option	\$ 20.615					04/25/2004 04/25/2011	Class A Common Stock	2,800
Stock Option	\$ 21.905					05/02/2004 05/02/2012	Class A Common Stock	21,000
Stock Option	\$ 24.7813					06/06/2004 06/06/2010	Class A Common Stock	38,000
Stock Option	\$ 30.15					04/16/2005 04/16/2014	Class A Common Stock	17,500
Stock Option	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock	17,500
Stock Option	\$ 20.09	06/01/2005		M	4,500	04/15/2005 04/15/2013	Class A Common Stock	4,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTEITH JEROME 227 GREEN HILL ROAD MADISON, CT 06443			VICE PRESIDENT HUMAN RESOURCES	

## Signatures

Edward C.  
Wetmore, POA

06/02/2005

\_\_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).

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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