

AMPHENOL CORP /DE/  
Form 4  
May 26, 2006

**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 \*  
NAUJOKS UDO

(Last) (First) (Middle)

FRAUENBERGSTRASSE 13

(Street)

74388 TALHEIM Germany

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2006

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)  
VICE PRESIDENT & GGM, ATE

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                             |                                                          |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

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| (Instr. 3)      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)    | (D) | Date Exercisable          | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
|-----------------|------------------------------------|------------------|------------|------------------------------------------------------------------|------|---|--------|-----|---------------------------|--------------------|----------------------------|-------------------------------------|
| Stock<br>Option | \$ 20.09                           |                  |            |                                                                  |      |   |        |     | 04/15/2004                | 04/15/2013         | Class A<br>Common<br>Stock | 7,800                               |
| Stock<br>Option | \$ 20.615                          |                  |            |                                                                  |      |   |        |     | 04/25/2004                | 04/25/2011         | Class A<br>Common<br>Stock | 3,200                               |
| Stock<br>Option | \$ 21.905                          |                  |            |                                                                  |      |   |        |     | 05/02/2004                | 05/02/2012         | Class A<br>Common<br>Stock | 6,400                               |
| Stock<br>Option | \$ 30.15                           |                  |            |                                                                  |      |   |        |     | 04/16/2005                | 04/16/2014         | Class A<br>Common<br>Stock | 20,000                              |
| Stock<br>Option | \$ 36.79                           |                  |            |                                                                  |      |   |        |     | 04/12/2006                | 04/12/2015         | Class A<br>Common<br>Stock | 26,000                              |
| Stock<br>Option | \$ 53.61                           | 05/24/2006       |            |                                                                  | A    |   | 32,000 |     | 05/24/2007 <sup>(1)</sup> | 05/24/2016         | Class A<br>Common<br>Stock | 32,000                              |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                           |       |
|--------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                   | Other |
| NAUJOKS UDO<br>FRAUENBERGSTRASSE 13<br>74388 TALHEIM Germany |               |           | VICE PRESIDENT & GGM, ATE |       |

## Signatures

Edward C.  
Wetmore, POA

05/26/2006

\*\*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) Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.

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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