AMPHENOL CORP /DE/
Form 4
January 28, 2015

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 *
Treanor John

(Last) (First) (Middle)

C/O AMPHENOL AUTOMOTIVE PRODUCTS
GROUP, AUGUST-HAEUSSER-STRASSE 10 HEILBRONN

(Street)

GERMANY 74080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP & GGM AUTOMOTIVE GROUP

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	01/26/2015		M		10,000	A	$ 11.805	10,000	D	
Class A Common Stock	01/26/2015		S		10,000	D	$ 54.8319 (1) (2)	0	D	
Class A Common Stock	01/26/2015		M		24,000	A	$ 16.005	24,000	D	

Class A Common Stock	01/26/2015	S	24,000	D	$ 54.8319 (1) (2)	0	D
Class A Common Stock	01/26/2015	M	43,400	A	$ 21.495	43,400	D
Class A Common Stock	01/26/2015	S	43,400	D	$ 54.8319 (1) (2)	0	D

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 or Number of Shares
Stock Option	$ 11.805	01/26/2015		M			10,000	10/27/2009	10/27/2018	Class A Common Stock	10,000
Stock Option	$ 16.005	01/26/2015		M			24,000	05/21/2010	05/21/2019	Class A Common Stock	24,000
Stock Option	$ 21.495	01/26/2015		M			43,400	05/27/2011	05/27/2020	Class A Common Stock	43,400
Stock Option	$ 26.74							05/26/2012	05/26/2021	Class A Common Stock	86,000
Stock Option	$ 26.63							05/24/2013	05/24/2022	Class A Common Stock	120,000
Stock Option	$ 39							05/23/2014	05/23/2023	Class A Common Stock	116,000

Stock Option	$ 47.715	05/22/2015	05/22/2024	Class A Common Stock	140,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Treanor John C/O AMPHENOL AUTOMOTIVE PRODUCTS GROUP AUGUST-HAEUSSER-STRASSE 10 HEILBRONN GERMANY 74080			VP & GGM AUTOMOTIVE GROUP	

Signatures

Edward C. Wetmore, POA	01/28/2015
**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 ranging from $54.75 to $55.00.
- **(2)** 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)** Securities owned reflect 2-for-1 Stock Split effective October 9, 2014.

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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