

AMPHENOL CORP /DE/

Form 4

May 22, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Raley Zachary W

(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)

05/21/2015

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)

SVP GGM WW RF & MICRO PROD

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 (D) Price | | | |

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

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | | | |
|------------------------|---|-------------------------|--------------------|---|------------------|------------------|---------------------------|--------------------|----------------------------|----------------------------|--|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares | | |
| Stock Option | \$ 57.97 | 05/21/2015 | A | | 140,000 | | 05/21/2016 ⁽¹⁾ | 05/21/2025 | Class A Common Stock | 140,000 | | |
| Stock Option | \$ 21.495 | | | | | | 05/27/2011 | 05/27/2020 | Class A Common Stock | 144,000 | | |
| Stock Option | \$ 26.63 | | | | | | 05/24/2013 | 05/24/2022 | Class A Common Stock | 152,000 | | |
| Stock Option | \$ 26.74 | | | | | | 05/26/2012 | 05/26/2021 | Class A Common Stock | 136,000 | | |
| Stock Option | \$ 39 | | | | | | 05/23/2014 | 05/23/2023 | Class A Common Stock | 130,000 | | |
| 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 |
| Raley Zachary W C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492 | SVP GGM WW RF & MICRO PROD |

Signatures

Edward C.
Wetmore, POA
05/22/2015

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

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(2) Securities owned reflect 2-for-1 Stock Split effective October 9, 2104.

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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