

AMPHENOL CORP /DE/
Form 4
January 26, 2005

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 *
JEPSEN EDWARD G

(Last) (First) (Middle)

14 GALE ROAD

(Street)

BLOOMFIELD, CT 06002

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2005

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)

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 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	01/24/2005		M		105,400	A	\$ 6.5
Class A Common Stock	01/24/2005		S		105,400	D	\$ 37.1401
Class A Common Stock	01/25/2005		M		14,600	A	\$ 6.5
Class A Common Stock	01/25/2005		S		14,600	D	\$ 37.4296

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 6.5	01/24/2005		M	105,400	05/19/2002 ⁽¹⁾	05/18/2007	Class A Common Stock	105,400
Stock Option	\$ 6.5	01/25/2005		M	14,600	05/19/2002 ⁽¹⁾	05/18/2007	Class A Common Stock	14,600
Stock Option	\$ 9.5469					04/22/2000	04/21/2009	Class A Common Stock	63,000
Stock Option	\$ 14.5					04/08/1999	04/07/2008	Class A Common Stock	42,000
Stock Option	\$ 20.09					04/15/2004	04/15/2013	Class A Common Stock	90,000
Stock Option	\$ 20.615					04/25/2002	04/25/2011	Class A Common Stock	66,000
Stock Option	\$ 21.905					05/02/2003	05/02/2012	Class A Common Stock	100,000
Stock Option	\$ 24.7813					06/06/2001	06/06/2010	Class A Common Stock	234,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

JEPSEN EDWARD G
14 GALE ROAD
BLOOMFIELD, CT 06002

X

Signatures

Edward G
Jepsen

01/26/2005

__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).
- (1) 100% Vested

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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