

WETMORE EDWARD C

Form 4

May 05, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WETMORE EDWARD C

(Last) (First) (Middle)

4 SHELTON TERRACE

(Street)

TRUMBULL, CT 06611

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMPHENOL CORP /DE/ [APH]

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

05/04/2006

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, SECRETARY & GEN COUNSEL

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	05/04/2006		M		2,520	A	\$ 9.5469	3,216	D
Class A Common Stock	05/04/2006		M		16,000	A	\$ 20.615	19,216	D
Class A Common Stock	05/04/2006		M		46,000	A	\$ 24.7813	65,216	D
Class A Common	05/04/2006		S		64,520	D	\$ 60.9167	696	D

Stock

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 or Number of Shares
Stock Option	\$ 20.09							04/15/2004	04/15/2013	Class A Common Stock	20,000
Stock Option	\$ 21.905							05/02/2003	05/02/2012	Class A Common Stock	24,000
Stock Option	\$ 30.15							04/16/2005	04/16/2014	Class A Common Stock	20,000
Stock Option	\$ 36.79							04/12/2006	04/12/2015	Class A Common Stock	21,000
Stock Option	\$ 9.5469	05/04/2006		M		2,520		04/22/2004 ⁽¹⁾	04/21/2009	Class A Common Stock	2,520
Stock Option	\$ 20.615	05/04/2006		M		16,000		04/25/2006 ⁽¹⁾	04/25/2011	Class A Common Stock	16,000
Stock Option	\$ 24.7813	05/04/2006		M		46,000		06/06/2005 ⁽¹⁾	06/06/2010	Class A Common Stock	46,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WETMORE EDWARD C 4 SHELTON TERRACE TRUMBULL, CT 06611			VP, SECRETARY & GEN COUNSEL	

Signatures

Edward C
Wetmore

05/05/2006

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) 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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