

AMPHENOL CORP /DE/  
Form 4  
October 28, 2004

**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 \*  
**TWAALFHOVEN MARK**

(Last) (First) (Middle)

**1912 CONVENTION PLAZA  
APTS.-1 HARBOUR RD**

(Street)

**WANCHAI, HONG KONG**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/26/2004**

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)  
**SR VP & GGM COMM CONNECTORS**

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	10/26/2004		M		4,000 A \$ 12.8594	4,000	D
Class A Common Stock	10/26/2004		M		3,800 A \$ 24.7813	7,800	D
Class A Common Stock	10/26/2004		M		7,800 A \$ 20.615	15,600	D
Class A Common	10/26/2004		M		1,400 A \$ 20.615	17,000	D

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Stock

Class A  
Common Stock 10/26/2004 S 17,000 D \$ 33.7501 0 D

Class A  
Common Stock 10/27/2004 M 11,200 A \$ 21.905 11,200 D

Class A  
Common Stock 10/27/2004 M 5,800 A \$ 20.09 17,000 D

Class A  
Common Stock 10/27/2004 S 17,000 D \$ 34.1118 0 D

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option	\$ 6.5					05/19/2002 05/19/2007	Class A Common Stock	200
Stock Option	\$ 8					10/26/2003 10/26/2008	Class A Common Stock	200
Stock Option	\$ 9.5469					04/22/2004 04/22/2009	Class A Common Stock	200
Stock Option	\$ 12.8594	10/26/2004		M	4,000	10/01/2004 10/01/2009	Class A Common Stock	4,000

Stock Option	Price	Grant Date	Category	Quantity	Start Date	End Date	Class	Quantity
Stock Option	\$ 20.09	10/27/2004	M	5,800	04/15/2004	04/15/2013	Class A Common Stock	5,800
Stock Option	\$ 20.615	10/26/2004	M	7,800	04/25/2004	04/25/2011	Class A Common Stock	7,800
Stock Option	\$ 21.905	10/26/2004	M	1,400	05/02/2004	05/02/2012	Class A Common Stock	1,400
Stock Option	\$ 21.905	10/27/2004	M	11,200	05/02/2004	05/02/2012	Class A Common Stock	11,200
Stock Option	\$ 24.7813	10/26/2004	M	3,800	06/06/2004	06/06/2010	Class A Common Stock	3,800
Stock Option	\$ 30.15				04/16/2005	04/16/2014	Class A Common Stock	31,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TWAALFHOVEN MARK 1912 CONVENTION PLAZA APTS.-1 HARBOUR RD WANCHAI, HONG KONG			SR VP & GGM COMM CONNECTORS	

## Signatures

Edward C. Wetmore, POA 10/28/2004

       \*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.