

AMPHENOL CORP /DE/
Form 4
December 06, 2006

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 *
FRASER JAMIE A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2469 RHONDA DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2006

____ Director
 Officer (give title below) _____ Other (specify below)
SR VP & GGM INTERCONNECT SYS

VESTAL, NY 13850

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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
Class A Common Stock	12/05/2006		M		6,400	A	\$ 20.09 8,400
Class A Common Stock	12/05/2006		M		4,000	A	\$ 20.615 12,400
Class A Common Stock	12/05/2006		M		6,400	A	\$ 21.905 18,800
Class A Common	12/05/2006		M		9,400	A	\$ 24.7813 28,200

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Stock								
Class A Common Stock	12/05/2006		M	2,600	A	\$ 28.375	30,800	D
Class A Common Stock	12/05/2006		M	5,872	A	\$ 30.15	36,672	D
Class A Common Stock	12/05/2006		S	34,672	D	\$ 68.8705	2,000	D

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 displays a currently valid OMB control number.

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 36.79					04/12/2006	04/12/2015	Class A Common Stock	30,000
Stock Option	\$ 53.61					05/24/2007	05/24/2016	Class A Common Stock	34,000
Stock Option	\$ 20.09	12/05/2006		M	6,400	04/15/2006	04/15/2013	Class A Common Stock	6,400
Stock Option	\$ 20.615	12/05/2006		M	4,000	04/25/2006	04/25/2011	Class A Common Stock	4,000
Stock Option	\$ 21.905	12/05/2006		M	6,400	05/02/2006	05/02/2012	Class A Common Stock	6,400

