

AMPHENOL CORP /DE/

Form 4

May 29, 2007

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 *
BADIE RONALD P

(Last) (First) (Middle)

3747 CHEVY CHASE DRIVE

(Street)

FLINTRIDGE, CA 91011

(City) (State) (Zip)

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

AMPHENOL CORP /DE/ [APH]

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

05/24/2007

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)
Class A Common Stock			Code	V Amount (D) Price	2,000	D	

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

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information contained in this form are not
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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)**

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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 Shares
Phantom Stock	\$ 0							<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,553
Stock Option	\$ 14.84							07/21/2005	07/21/2014	Class A Common Stock	8,000
Stock Option	\$ 20.96							05/26/2006	05/26/2015	Class A Common Stock	8,000
Stock Option	\$ 26.865							05/25/2007	05/25/2016	Class A Common Stock	8,000
Stock Option <u>(3)</u>	\$ 34.55	05/24/2007		A		10,000		05/24/2008 <u>(4)</u>	05/24/2017	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BADIE RONALD P 3747 CHEVY CHASE DRIVE FLINTRIDGE, CA 91011			X	

Signatures

Edward C.
Wetmore 05/29/2007

 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).
- (4) Date Exercisable: 1/3 per year commencing on first anniversary of date of grant.
- (1) Under the Amphenol Corporation Directors' Compensation Plan, the Reporting Person is entitled to receive shares of Class A Common Stock on a one-for-one basis upon the later of the first day of the year following the Reporting Person's retirement or separation from the

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Board of Directors or six months after such event.

- (2) Securities owned reflect 2-for-1 Stock Split effective March 30, 2007.
- (3) Stock Options awarded pursuant to The 2004 Stock Option Plan for Directors of Amphenol Corporation.

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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