

AMPHENOL CORP /DE/  
Form 4  
June 15, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FRASER JAMIE A

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

VESTAL, NY 13850

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2007

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)  
SR VP & GGM INTERCONNECT SYS

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	06/13/2007		M		12,800 A \$ 10.045	16,800	D
Class A Common Stock	06/13/2007		M		12,800 A \$ 10.9525	29,600	D
Class A Common Stock	06/13/2007		M		11,000 A \$ 15.075	40,600	D
Class A Common	06/13/2007		M		24,000 A \$ 18.395	64,600	D

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Stock

Class A  
Common Stock 06/13/2007 M 13,600 A \$ 26.805 78,200 D

Class A  
Common Stock 06/13/2007 S 74,200 D \$ 35.5034 4,000 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.**

SEC 1474  
(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	\$ 34.55					05/24/2008 05/24/2017	Class A Common Stock 62,000
Stock Option	\$ 10.045	06/13/2007		M	12,800	04/15/2007 <sup>(1)</sup> 04/15/2013	Class A Common Stock 12,800
Stock Option	\$ 10.9525	06/13/2007		M	12,800	05/02/2007 <sup>(2)</sup> 05/02/2012	Class A Common Stock 12,800
Stock Option	\$ 15.075	06/13/2007		M	11,000	04/16/2007 <sup>(1)</sup> 04/16/2014	Class A Common Stock 11,000
Stock Option	\$ 18.395	06/13/2007		M	24,000	04/12/2007 <sup>(1)</sup> 04/12/2015	Class A Common Stock 24,000
Stock Option	\$ 26.805	06/13/2007		M	13,600	05/24/2007 <sup>(1)</sup> 05/24/2016	Class A Common Stock 13,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRASER JAMIE A 2469 RHONDA DRIVE VESTAL, NY 13850			SR VP & GGM INTERCONNECT SYS	

## Signatures

Edward C. Wetmore, POA	06/15/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).
- (2) 100% Vested
- (1) Date Exercisable: 20% per year over a five-year period commencing on the first anniversary of date of grant.

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.