

AMPHENOL CORP /DE/
Form 4
May 31, 2005

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 *
MONTEITH JEROME

(Last) (First) (Middle)
227 GREEN HILL ROAD

(Street)

MADISON, CT 06443

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2005

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)
VICE PRESIDENT HUMAN RESOURCES

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	(D)	Price
Class A Common Stock	05/27/2005		M		2,400	A	\$ 9.5469 2,400
Class A Common Stock	05/27/2005		M		11,200	A	\$ 20.615 13,600
Class A Common Stock	05/27/2005		S		13,600	D	\$ 42.0496 0

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 8					10/26/2003	10/26/2008	Class A Common Stock	1,008
Stock Option	\$ 20.09					04/15/2004	04/15/2013	Class A Common Stock	18,000
Stock Option	\$ 21.905					05/02/2004	05/02/2012	Class A Common Stock	21,000
Stock Option	\$ 24.7813					06/06/2004	06/06/2010	Class A Common Stock	38,000
Stock Option	\$ 30.15					04/16/2005	04/16/2014	Class A Common Stock	17,500
Stock Option	\$ 36.79					04/12/2006	04/12/2015	Class A Common Stock	17,500
Stock Option	\$ 9.5469	05/27/2005		M	2,400	04/22/2004	04/22/2009	Class A Common Stock	2,400
Stock Option	\$ 20.615	05/27/2005		M	11,200	04/25/2005	04/25/2011	Class A Common Stock	11,200

