

Lampo Craig A
Form 4
April 29, 2019

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 *
Lampo Craig 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)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR VP & CFO

C/O AMPHENOL CORPORATION, 358 HALL AVENUE

(Street)

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

WALLINGFORD, CT 06492

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 04/26/2019 | | M | 36,905 | A | \$ 26.63 | 49,405 | D |
| Class A Common Stock | 04/26/2019 | | S | 36,905 | D | \$ 100.1029 | 12,500 | D |
| | | | | | | (1) (2) | | |
| Class A Common Stock | 04/26/2019 | | M | 8,000 | A | \$ 26.74 | 20,500 | D |
| Class A Common Stock | 04/29/2019 | | M | 14,095 | A | \$ 26.63 | 34,595 | D |

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Common
Stock

| | | | | | | | |
|----------------------------|------------|---|--------|---|---|--------|---|
| Class A Common Stock | 04/29/2019 | S | 14,095 | D | \$ 100.1093 <u>(2)</u> <u>(3)</u> | 20,500 | D |
|----------------------------|------------|---|--------|---|---|--------|---|

Craig A.
Lampo
2018
Grantor
Retained
Annuity
Trust-1

| | | |
|--------|---|----------------------------------|
| 25,000 | I | Class A Common Stock-Trust |
|--------|---|----------------------------------|

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

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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)

| 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 | \$ 26.63 | 04/26/2019 | | M | 36,905 | 05/24/2013 05/24/2022 | Class A Common Stock | 36,905 | |
| Stock Option | \$ 26.74 | 04/26/2019 | | M | 8,000 | 05/26/2012 05/26/2021 | Class A Common Stock | 8,000 | |
| Stock Option | \$ 26.63 | 04/29/2019 | | M | 14,095 | 05/24/2013 05/24/2022 | Class A Common Stock | 14,095 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lampo Craig A
C/O AMPHENOL CORPORATION
358 HALL AVENUE
WALLINGFORD, CT 06492

SR VP
& CFO

Signatures

Lance E.
D'Amico, POA

04/29/2019

 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).

(1) This transaction was executed in multiple trades ranging from \$100.00 to \$100.2450.

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the

(2) SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades ranging from \$100.01 to \$100.39.

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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