

AMPHENOL CORP /DE/

Form 4

January 26, 2005

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 *
JEPSSEN EDWARD G

(Last) (First) (Middle)

14 GALE ROAD

(Street)

BLOOMFIELD, CT 06002

(City) (State) (Zip)

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

AMPHENOL CORP /DE/ [APH]

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

01/24/2005

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)

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	01/24/2005		M	105,400 A	\$ 6.5 105,400	D	
Class A Common Stock	01/24/2005		S	105,400 D	\$ 37.1401 0	D	
Class A Common Stock	01/25/2005		M	14,600 A	\$ 6.5 14,600	D	
Class A Common Stock	01/25/2005		S	14,600 D	\$ 37.4296 0	D	

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares
Stock Option	\$ 6.5	01/24/2005		M	105,400	05/19/2002 ⁽¹⁾ 05/18/2007	Class A Common Stock 105,4
Stock Option	\$ 6.5	01/25/2005		M	14,600	05/19/2002 ⁽¹⁾ 05/18/2007	Class A Common Stock 14,6
Stock Option	\$ 9.5469					04/22/2000 04/21/2009	Class A Common Stock 63,0
Stock Option	\$ 14.5					04/08/1999 04/07/2008	Class A Common Stock 42,0
Stock Option	\$ 20.09					04/15/2004 04/15/2013	Class A Common Stock 90,0
Stock Option	\$ 20.615					04/25/2002 04/25/2011	Class A Common Stock 66,0
Stock Option	\$ 21.905					05/02/2003 05/02/2012	Class A Common Stock 100,0
Stock Option	\$ 24.7813					06/06/2001 06/06/2010	Class A Common Stock 234,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

JEPSEN EDWARD G
14 GALE ROAD
BLOOMFIELD, CT 06002

X

Signatures

Edward G
Jepsen 01/26/2005

__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) 100% Vested

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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