

AMPHENOL CORP /DE/  
Form 10-Q  
November 02, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2007

**OR**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-10879

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**AMPHENOL CORPORATION**

**Delaware**  
(State of Incorporation)

**22-2785165**  
(IRS Employer  
Identification No.)

**358 Hall Avenue**  
**Wallingford, Connecticut 06492**  
**203-265-8900**

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer , Accelerated filer , Non-accelerated filer .

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of September 30, 2007, the total number of shares outstanding of Class A Common Stock was 178,270,189.

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**Amphenol Corporation**

**Index to Quarterly Report  
on Form 10-Q**

|                  |  |    |
|------------------|--|----|
| <u>Part I</u>    | <u>Financial Information</u>   |    |
| <u>Item 1.</u>   | <u>Financial Statements:</u>   |    |
|                  | <u>Condensed Consolidated Balance Sheets at September 30, 2007 (Unaudited) and December 31, 2006</u>                           | 3  |
|                  | <u>Condensed Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2007 and 2006 (Unaudited)</u> | 4  |
|                  | <u>Condensed Consolidated Statements of Cash Flow for the Nine Months Ended September 30, 2007 and 2006 (Unaudited)</u>        | 5  |
|                  | <u>Notes to Condensed Consolidated Financial Statements</u>  | 6  |
| <u>Item 2.</u>   | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                                   | 15 |
| <u>Item 3.</u>   | <u>Quantitative and Qualitative Disclosures About Market Risk</u>  | 20 |
| <u>Item 4.</u>   | <u>Controls and Procedures</u>   | 20 |
| <u>Part II</u>   | <u>Other Information</u>   |    |
| <u>Item 1.</u>   | <u>Legal Proceedings</u>   | 20 |
| <u>Item 1A.</u>  | <u>Risk Factors</u>  | 21 |
| <u>Item 2.</u>   | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>   | 21 |
| <u>Item 3.</u>   | <u>Defaults Upon Senior Securities</u>   | 22 |
| <u>Item 4.</u>   | <u>Submission of Matters to a Vote of Security Holders</u>   | 22 |
| <u>Item 5.</u>   | <u>Other Information</u>   | 22 |
| <u>Item 6.</u>   | <u>Exhibits</u>  | 23 |
| <u>Signature</u> |  | 26 |

**PART I FINANCIAL INFORMATION****Item 1. Financial Statements**

**AMPHENOL CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)  
(dollars in thousands)

|   | September 30,<br>2007 | December 31,<br>2006 |
|---|-----------------------|----------------------|
| <b>Assets</b>   |                       |                      |
| Current Assets:   |                       |                      |
| Cash and cash equivalents   | \$ 164,587            | \$ 74,135            |
| Accounts receivable, less allowance for doubtful accounts of \$13,383 and \$14,677, respectively    | 473,070               | 383,858              |
| Inventories, net  | 447,116               | 416,499              |
| Prepaid expenses and other assets   | 80,580                | 60,113               |
| Total current assets  | 1,165,353             | 934,605              |
| Land and depreciable assets, less accumulated depreciation of \$464,437 and \$404,401, respectively | 304,392               | 274,143              |
| Deferred debt issuance costs  | 2,407                 | 2,947                |
| Goodwill  | 972,524               | 926,242              |
| Other assets  | 45,516                | 57,460               |
|   | \$ 2,490,192          | \$ 2,195,397         |
| <b>Liabilities &amp; Shareholders Equity</b>  |                       |                      |
| Current Liabilities:  |                       |                      |
| Accounts payable  | \$ 273,559            | \$ 234,868           |
| Accrued income taxes  | 40,296                | 63,046               |
| Other accrued expenses  | 133,078               | 146,504              |
| Current portion of long-term debt   | 1,462                 | 3,241                |
| Total current liabilities   | 448,395               | 447,659              |
| Long-term debt  | 715,492               | 677,173              |
| Accrued pension and post employment benefit obligations   | 132,581               | 138,312              |
| Other liabilities   | 58,733                | 29,259               |
| Shareholders Equity:  |                       |                      |
| Common stock  | 180                   | 179                  |
| Additional paid-in deficit  | (62,646)              | (119,421)            |
| Accumulated earnings  | 1,334,327             | 1,142,536            |
| Accumulated other comprehensive loss  | (63,773)              | (81,084)             |
| Treasury stock, at cost   | (73,097)              | (39,216)             |
| Total shareholders equity   | 1,134,991             | 902,994              |
|   | \$ 2,490,192          | \$ 2,195,397         |

See accompanying notes to condensed consolidated financial statements.

**AMPHENOL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)  
(dollars in thousands, except per share data)

|   | Three months ended<br>September 30, |             |      |             | Nine months ended<br>September 30, |             |      |             |
|---|-------------------------------------|-------------|------|-------------|------------------------------------|-------------|------|-------------|
|   | 2007                                |             | 2006 |             | 2007                               |             | 2006 |             |
| Net sales                                   | \$                                  | 733,851     | \$   | 636,418     | \$                                 | 2,073,771   | \$   | 1,812,007   |
| Cost of sales                               |                                     | 494,709     |      | 434,684     |                                    | 1,398,437   |      | 1,237,758   |
| Gross profit                                |                                     | 239,142     |      | 201,734     |                                    | 675,334     |      | 574,249     |
| Selling, general and administrative expense |                                     | 95,792      |      | 87,430      |                                    | 275,974     |      | 253,544     |
| Casualty loss related to flood              |                                     |             |      | 5,747       |                                    |             |      | 20,747      |
| Operating income                            |                                     | 143,350     |      | 108,557     |                                    | 399,360     |      | 299,958     |
| Interest expense                            |                                     | (9,371)     |      | (9,308)     |                                    | (27,392)    |      | (29,494)    |
| Other expenses, net.                        |                                     | (4,678)     |      | (3,590)     |                                    | (11,466)    |      | (9,708)     |
| Income before income taxes                  |                                     | 129,301     |      | 95,659      |                                    | 360,502     |      | 260,756     |
| Provision for income taxes                  |                                     | (37,800)    |      | (28,960)    |                                    | (107,301)   |      | (83,442)    |
| Net income                                  | \$                                  | 91,501      | \$   | 66,699      | \$                                 | 253,201     | \$   | 177,314     |
| Net income per common share Basic.          | \$                                  | .51         | \$   | .37         | \$                                 | 1.42        | \$   | .99         |
| Average common shares outstanding Basic     |                                     | 178,405,425 |      | 178,844,558 |                                    | 178,388,446 |      | 178,942,464 |
| Net income per common share Diluted         | \$                                  | .50         | \$   | .36         | \$                                 | 1.39        | \$   | .97         |
| Average common shares outstanding Diluted   |                                     | 182,210,197 |      | 183,339,568 |                                    | 182,467,606 |      | 183,294,688 |
| Dividends declared per common share         | \$                                  | .015        | \$   | .015        | \$                                 | .015        | \$   | .015        |

See accompanying notes to condensed consolidated financial statements.

**AMPHENOL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW**  
**(Unaudited)**  
**(dollars in thousands)**

|  | 2007 | Nine months ended<br>September 30, | 2006       |
|--|------|------------------------------------|------------|
| Net income   | \$   | 253,201                            | \$ 177,314 |
| Adjustments for cash from operations:                      |      |                                    |            |
| Depreciation and amortization                              |      | 60,393                             | 54,729     |
| Amortization of deferred debt issuance costs               |      | 540                                | 396        |
| Stock-based compensation expense                           |      | 9,265                              | 6,880      |
| Non-cash impact related to flood                           |      |                                    | 6,045      |
| Loss on disposal of fixed assets                           |      | 165                                | 472        |
| Net change in non-cash components of working capital       |      | (65,231)                           | (38,320)   |
| Other long term assets and liabilities                     |      | (3,457)                            | 6,473      |
| Cash flow provided by operations                           |      | 254,876                            | 213,989    |
| Cash flow from investing activities:                       |      |                                    |            |
| Capital additions  |      | (76,682)                           | (57,523)   |
| Proceeds from disposal of fixed assets                     |      | 879                                | 4,326      |
| Purchase of short-term investments                         |      | (4,634)                            |            |
| Investments in acquisitions                                |      | (69,362)                           | (18,803)   |
| Cash flow used in investing activities                     |      | (149,799)                          | (72,000)   |
| Cash flow from financing activities:                       |      |                                    |            |
| Net change in borrowings under revolving credit facilities |      | 36,157                             | (94,162)   |
| Purchase of treasury stock                                 |      | (87,080)                           | (33,442)   |
| Payments of fees and expenses related to refinancing..     |      |                                    | (882)      |
| Proceeds from exercise of stock options                    |      | 25,461                             | 13,239     |
| Excess tax benefits from stock-based payment arrangements  |      | 18,873                             | 5,397      |
| Dividend payments  |      | (8,036)                            | (8,045)    |
| Cash flow used in financing activities                     |      | (14,625)                           | (117,895)  |
| Net change in cash and cash equivalents                    |      | 90,452                             | 24,094     |
| Cash and cash equivalents balance, beginning of period     |      | 74,135                             | 38,669     |
| Cash and cash equivalents balance, end of period           | \$   | 164,587                            | \$ 62,763  |
| Cash paid during the year for:                             |      |                                    |            |
| Interest   | \$   | 26,791                             | \$ 29,906  |
| Income taxes paid, net of refunds                          |      | 74,306                             | 64,820     |

See accompanying notes to condensed consolidated financial statements.

**AMPHENOL CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(dollars in thousands, except per share data)

**Note 1 Principles of Consolidation and Interim Financial Statements**

The condensed consolidated balance sheets as of September 30, 2007 and December 31, 2006, the related condensed consolidated statements of income for the three and nine months ended September 30, 2007 and 2006 and the condensed consolidated statements of cash flow for the nine months ended September 30, 2007 and 2006 include the accounts of Amphenol Corporation and its subsidiaries (the Company). The interim financial statements included herein are unaudited. All adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of such interim financial statements have been included. The results of operations for the three and nine months ended September 30, 2007 are not necessarily indicative of the results to be expected for the full year. These financial statements and the related notes should be read in conjunction with the financial statements and notes included in the Company's 2006 Annual Report on Form 10-K (the 10-K).

**Note 2 Reclassifications**

As of December 31, 2006, the Company changed the presentation of the Consolidated Statements of Income to remove the separate caption for Depreciation and Amortization and to include depreciation and amortization expense in Cost of Sales and Selling, General and Administrative expense allowing for Gross Profit to be presented. These changes also have been reflected in the Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2007 and within the related footnote disclosures.

**Note 3 Inventories**

Inventories consist of:

|                            | September 30,<br>2007 |         | December 31,<br>2006 |         |
|----------------------------|-----------------------|---------|----------------------|---------|
| Raw materials and supplies | \$                    | 112,527 | \$                   | 94,830  |
| Work in process            |                       | 222,854 |                      | 214,190 |
| Finished goods             |                       | 111,735 |                      | 107,479 |
|                            | \$                    | 447,116 | \$                   | 416,499 |

**Note 4 Reportable Business Segments**

The Company has two reportable business segments: (i) interconnect products and assemblies and (ii) cable products. The interconnect products and assemblies segment produces connectors and connector assemblies primarily for the communications, military, aerospace, industrial and automotive markets. The cable products segment produces coaxial and flat ribbon cable and related products primarily for the communications markets, including cable television. The Company's two reportable segments are an aggregation of business units that have similar production processes and products. The Company evaluates the performance of business units on, among other things, profit or loss from operations before interest expense, headquarters expense allocations, stock-based compensation expense, income taxes and nonrecurring gains and losses.

The segment results for the three months ended September 30, 2007 and 2006 are as follows:

|                          | Interconnect products<br>and assemblies |            | Cable<br>products |           | Total      |            |
|--------------------------|---|------------|-------------------|-----------|------------|------------|
|                          | 2007                                    | 2006       | 2007              | 2006      | 2007       | 2006       |
| Net sales                |   |            |                   |           |            |            |
| -external                | \$ 659,343                              | \$ 566,522 | \$ 74,508         | \$ 69,896 | \$ 733,851 | \$ 636,418 |
| -inter-segment           | 935                                     | 900        | 3,582             | 4,166     | 4,517      | 5,066      |
| Segment operating income | 144,453                                 | 115,734    | 9,471             | 8,652     | 153,924    | 124,386    |

The segment results for the nine months ended September 30, 2007 and 2006 are as follows:

|                          | Interconnect products<br>and assemblies |              | Cable<br>products |            | Total        |              |
|--------------------------|---|--------------|-------------------|------------|--------------|--------------|
|                          | 2007                                    | 2006         | 2007              | 2006       | 2007         | 2006         |
| Net sales                |   |              |                   |            |              |              |
| -external                | \$ 1,862,858                            | \$ 1,616,710 | \$ 210,913        | \$ 195,297 | \$ 2,073,771 | \$ 1,812,007 |
| -inter-segment           | 3,122                                   | 2,842        | 10,845            | 12,293     | 13,967       | 15,135       |
| Segment operating income | 403,546                                 | 324,163      | 26,324            | 22,736     | 429,870      | 346,899      |

Reconciliation of segment operating income to consolidated income before income taxes for the three and nine months ended September 30, 2007 and 2006 is summarized as follows:

|                                   | Three months ended<br>September 30, |            | Nine months ended<br>September 30, |            |
|-----------------------------------|-------------------------------------|------------|------------------------------------|------------|
|                                   | 2007                                | 2006       | 2007                               | 2006       |
| Segment operating income          | \$ 153,924                          | \$ 124,386 | \$ 429,870                         | \$ 346,899 |
| Interest expense                  | (9,371)                             | (9,308)    | (27,392)                           | (29,494)   |
| Other expenses, net               | (11,979)                            | (10,779)   | (32,711)                           | (29,022)   |
| Stock-based compensation expense. | (3,273)                             | (2,893)    | (9,265)                            | (6,880)    |
| Casualty loss related to flood    |                                     | (5,747)    |                                    | (20,747)   |
| Income before income taxes        | \$ 129,301                          | \$ 95,659  | \$ 360,502                         | \$ 260,756 |



**Note 5 Comprehensive Income**

Total comprehensive income for the three and nine months ended September 30, 2007 and 2006 is summarized as follows:

|  | Three months ended<br>September 30, |         |      |         | Nine months ended<br>September 30, |         |      |         |
|--|-------------------------------------|---------|------|---------|------------------------------------|---------|------|---------|
|  | 2007                                |         | 2006 |         | 2007                               |         | 2006 |         |
| Net Income                               | \$                                  | 91,501  | \$   | 66,699  | \$                                 | 253,201 | \$   | 177,314 |
| Translation adjustments                  |                                     | 10,826  |      | (1,490) |                                    | 19,725  |      | (9,479) |
| Revaluation of interest rate derivatives |                                     | (2,127) |      | (3,862) |                                    | (2,414) |      | (2,174) |
| Total comprehensive income               | \$                                  | 100,200 | \$   | 61,347  | \$                                 | 270,512 | \$   | 165,661 |

**Note 6 Commitments and Contingencies**

In the course of pursuing its normal business activities, the Company is involved in various legal proceedings and claims. Management does not expect that amounts, if any, which it may be required to pay or which it may agree to pay in connection with the settlement of such proceedings or claims will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flow.

Certain operations of the Company are subject to federal, state and local environmental laws and regulations that govern the discharge of pollutants into the air and water, as well as the handling and disposal of solid and hazardous wastes. The Company believes that its operations are currently in substantial compliance with applicable environmental laws and regulations and that the costs of continuing compliance will not have a material adverse effect on the Company's financial position, results of operations or cash flow.

The Company is currently involved in the environmental remediation of several sites for conditions that existed at the time Amphenol Corporation was acquired from Allied Signal Corporation in 1987 (Allied Signal merged with and into Honeywell International Inc. (Honeywell) in December 1999). Amphenol Corporation and Honeywell were named jointly and severally liable as potentially responsible parties in relation to such sites. Amphenol Corporation and Honeywell have jointly consented to perform certain investigations and remedial and monitoring activities at two sites and they have been jointly ordered to perform work at another site. The costs incurred relating to these three sites are reimbursed by Honeywell based on an agreement (the Honeywell Agreement) entered into in connection with the acquisition in 1987. For sites covered by the Honeywell Agreement, to the extent that conditions or circumstances occurred or existed at the time of or prior to the acquisition, Honeywell is obligated to reimburse Amphenol Corporation 100% of such costs. Honeywell representatives continue to work closely with the Company in addressing the most significant environmental liabilities covered by the Honeywell Agreement. Management does not believe that the costs associated with resolution of these or any other environmental matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flow. Substantially all of the environmental remediation matters identified by the Company to date, including those referred to above, are covered under the Honeywell Agreement.

**Note 7 New Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 157, Fair Value Measurements ( SFAS 157 ). SFAS 157 provides guidance for using fair value to measure assets and liabilities. It also requires expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, and does not expand the use of fair value in any new circumstances. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and is required to be adopted by the Company in the first quarter of 2008. The Company does not believe SFAS 157 will have a material impact on its consolidated results.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ( SFAS 159 ). This Statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective is to provide entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company does not believe SFAS 159 will have a material impact on its consolidated results.

**Note 8 Stock-Based Compensation**

The Company has two option plans for employees (the Option Plans ), the 1997 Option Plan and the 2000 Option Plan, which was amended in May 2006 to increase the number of shares of Class A Common Stock reserved for issuance from 16 million to 24 million shares as well as to increase the number of options that may be granted to any one participant from not more than 4 million to not more than 6 million options (in each case on a post-split basis). The Option Plans authorize the granting of stock options by a committee of the Board of Directors. At September 30, 2007, the maximum number of shares of Class A Common Stock available for the granting of stock options under the Option Plans was 5,517,680. Options granted under the Option Plans vest ratably over a period of five years and must be exercised within ten years of the date of grant. In addition, shares issued in conjunction with the exercise of stock options under the Option Plans are subject to Management Stockholder Agreements. In 2004, the Company adopted the 2004 Stock Option Plan for Directors of Amphenol Corporation (the Directors Plan ). The Directors Plan is administered by the Board of Directors. At September 30, 2007, the maximum number of shares of Class A Common Stock available for the granting of stock options under the Directors Plan was 320,000. Options granted under the Directors Plan vest ratably over a period of three years and are exercisable over a period of ten years from the date of grant.

The Company recognizes compensation expense over the service period that stock option awards are expected to vest using a graded method on a straight-line basis over the vesting period of the entire award. Stock-based compensation expense includes the estimated effects of forfeitures, and estimates of forfeitures will be adjusted over the requisite service period to the extent actual forfeitures differ, or are expected to differ from such estimates. Changes in estimated forfeitures will be recognized in the period of change and will also impact the amount of expense to be recognized in future periods. Prior to January 1, 2006, the Company recorded stock-based compensation in accordance with the provisions of APB Opinion 25. The Company estimated the fair value of stock option awards in accordance with SFAS No. 123R, Accounting for Stock-Based Compensation , and disclosed the resulting estimated compensation effect on net income on a pro forma basis. The Company's income before income taxes and net income was reduced by \$3,273 and \$2,316, respectively, for the three months ended September 30, 2007, or \$.01 per share, and \$9,265 and \$6,507, respectively, for the nine months ended September 30, 2007, or \$.04 per share. The expense incurred for stock-based compensation plans is classified in Selling, general and administrative expenses on the accompanying Condensed Consolidated Statements of Income.



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A summary of the Company's outstanding options and option activity under the Option Plans and the Directors Plan (the Plans) as of September 30, 2007 and changes during the nine months then ended is as follows:

|  | Options     | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Option Term<br>(in years) | Aggregate<br>Intrinsic<br>Value |
|--|-------------|--|---|---------------------------------|
| <b>Options outstanding at December 31, 2006</b>  | 12,915,426  | \$ 15.11                                 | 6.34  | \$ 205,801                      |
| Options exercised                                | (282,532)   | 10.53                                    |   |                                 |
| Options cancelled                                | (16,400)    | 19.42                                    |   |                                 |
| <b>Options outstanding at March 31, 2007</b>     | 12,616,494  | 15.26                                    | 6.13  | \$ 214,776                      |
| Options granted                                  | 2,229,000   | 34.55                                    |   |                                 |
| Options exercised                                | (1,763,744) | 9.45                                     |   |                                 |
| Options cancelled                                | (77,040)    | 20.71                                    |   |                                 |
| <b>Options outstanding at June 30, 2007</b>      | 13,004,710  | 19.32                                    | 6.89  | \$ 212,323                      |
| Options exercised                                | (483,314)   | 12.02                                    |   |                                 |
| Options cancelled                                | (257,380)   | 25.79                                    |   |                                 |
| <b>Options outstanding at September 30, 2007</b> | 12,264,016  | 16.81                                    | 6.72  | \$ 248,773                      |
| <b>Exercisable at September 30, 2007</b>         | 6,292,965   | \$ 11.90                                 | 5.14  | \$ 165,415                      |

A summary of the status of the Company's non-vested options as of September 30, 2007 and changes during the nine months then ended is as follows:

|   | Options     | Weighted<br>Average Fair<br>Value at<br>Grant Date |
|---|-------------|--|
| <b>Non-vested options at December 31, 2006</b>  | 6,113,430   | \$ 6.31  |
| Options vested                                  | (2,666)     | 4.19   |
| Options cancelled                               | (16,400)    | 5.85   |
| <b>Non-vested options at March 31, 2007</b>     | 6,094,364   | \$ 6.30  |
| Options granted                                 | 2,229,000   | 10.96  |
| Options vested                                  | (2,009,226) | 5.46   |
| Options cancelled                               | (77,040)    | 6.84   |
| <b>Non-vested options at June 30, 2007</b>      | 6,237,098   | \$ 8.24  |
| Options vested                                  | (8,667)     | 5.80   |
| Options cancelled                               | (257,380)   | 8.36   |
| <b>Non-vested options at September 30, 2007</b> | 5,971,051   | \$ 8.23  |

During the three and nine months ended September 30, 2007 and 2006, the following activity occurred under the Plans:

|  | Three months ended<br>September 30, |          | Nine months ended<br>September 30, |           |
|--|-------------------------------------|----------|------------------------------------|-----------|
|  | 2007                                | 2006     | 2007                               | 2006      |
| Total intrinsic value of stock options exercised | \$ 12,125                           | \$ 7,598 | \$ 64,725                          | \$ 22,207 |
| Total fair value of stock awards vested          | 50                                  | 88       | 11,034                             | 8,934     |

At September 30, 2007, the total compensation cost related to non-vested options not yet recognized was approximately \$39,513, with a weighted average expected amortization period of 3.78 years.

#### Note 9 Shareholders Equity

On January 17, 2007, the Company announced a 2-for-1 stock split that was effective for stockholders of record as of March 16, 2007, and these additional shares were distributed on March 30, 2007. The share and per share information herein has been restated to reflect the effect of such stock split.

On October 20, 2004, the Company announced that its Board of Directors authorized an open-market stock repurchase program (the Program ) of up to 10.0 million shares (on a post-split basis) of its Class A Common Stock during the period ended September 30, 2006 which was extended to December 31, 2008 by an amendment on July 27, 2006. In September 2006, the Company retired 4.5 million shares of its Class A Common Stock purchased for \$87,800 under the Program by reducing accumulated earnings by this amount. In March 2007, the Company retired an additional 1.6 million shares of its Class A Common Stock purchased for \$53,200 under the Program by reducing accumulated earnings by this amount. At September 30, 2007, approximately 1.7 million shares of Class A Common Stock remained available for repurchase under the Program.

On January 19, 2005, the Company announced that it would commence payment of a quarterly dividend on its Class A Common Stock of \$.015 per share. The Company paid a quarterly dividend in the amount of \$2,704 or \$.015 per share on October 3, 2007 to shareholders of record as of September 12, 2007 which was included in Other Accrued Expenses at September 30, 2007. Total dividends paid to date in 2007, including the October 3, 2007 payment, were \$10,780. The Company intends to retain the remainder of its earnings not used for dividend payments to provide funds for the operation and expansion of the Company's business, repurchase shares of its Class A Common Stock and to repay outstanding indebtedness.

#### Note 10 Benefit Plans and Other Postretirement Benefits

The Company and its domestic subsidiaries have a defined benefit pension plan which, subject to the curtailment described below, covers its U.S. employees (the U.S. Pension Plan ). Plan benefits are generally based on years of service and compensation and are currently noncontributory. Certain foreign subsidiaries have defined benefit plans covering their employees. Certain U.S. employees not covered by the defined benefit plan are covered by defined contribution plans. The Company also provides certain health care and life insurance benefits to certain eligible retirees through post-retirement benefit programs. The following is a summary, based on the most recent actuarial valuations, of the Company's net cost for pension benefits and other benefits for the three and nine months ended September 30, 2007 and 2006:

|                                       | Pension Benefits                 |          |        | Other Benefits |      |      |
|---------------------------------------|----------------------------------|----------|--------|----------------|------|------|
|                                       | Three months ended September 30, |          |        |                |      |      |
|                                       | 2007                             | 2006     | 2007   | 2006           | 2007 | 2006 |
| Service cost                          | \$ 2,248                         | \$ 2,620 | \$ 44  | \$ 34          |      |      |
| Interest cost                         | 5,414                            | 4,798    | 208    | 189            |      |      |
| Expected return on plan assets        | (6,216)                          | (5,682)  |        |                |      |      |
| Amortization of transition obligation | (27)                             | (24)     | 16     | 15             |      |      |
| Amortization of prior service cost    | 392                              | 396      |        |                |      |      |
| Amortization of net actuarial losses  | 2,338                            | 2,229    | 270    | 218            |      |      |
| Net benefits cost                     | \$ 4,149                         | \$ 4,337 | \$ 538 | \$ 456         |      |      |

|                                       | Pension Benefits                |           |          | Other Benefits |      |      |
|---------------------------------------|---------------------------------|-----------|----------|----------------|------|------|
|                                       | Nine months ended September 30, |           |          |                |      |      |
|                                       | 2007                            | 2006      | 2007     | 2006           | 2007 | 2006 |
| Service cost                          | \$ 6,644                        | \$ 7,618  | \$ 132   | \$ 100         |      |      |
| Interest cost                         | 16,125                          | 14,190    | 624      | 557            |      |      |
| Expected return on plan assets        | (18,563)                        | (16,388)  |          |                |      |      |
| Amortization of transition obligation | (76)                            | (72)      | 48       | 47             |      |      |
| Amortization of prior service cost    | 1,176                           | 1,188     |          |                |      |      |
| Amortization of net actuarial losses  | 6,983                           | 6,648     | 810      | 852            |      |      |
| Net benefits cost                     | \$ 12,289                       | \$ 13,184 | \$ 1,614 | \$ 1,556       |      |      |

Effective January 1, 2007, the Company effected a curtailment on the U.S. Pension Plan which resulted in no additional benefits being credited to salaried employees (i) who have less than 25 years service with the Company or (ii) have not attained age 50 and who have less than 15 years of service with the Company. For affected employees, the curtailment in additional U.S. Pension Plan benefits was replaced with a Company match defined contribution plan.

In September 2007, the Company made a voluntary cash contribution to the U.S. Pension Plan of \$20,000. Future cash contributions will depend on a number of factors including performance of plan assets. In August 2006, the President signed into law the Pension Protection Act of 2006. The intent of the legislation is to require companies to fund 100% of their pension liability; and then for companies to fund, on a going-forward basis, an amount generally estimated to be the amount that the pension liability increases each year due to an additional year of service by the employees eligible for pension benefits. The legislation requires that funding shortfalls be eliminated by companies over a seven-year period, beginning in 2008. The Pension Protection Act also extended the provisions of the Pension Funding Equity Act that would have expired in 2006 had the Pension Protection Act not been enacted, which increased the allowed discount rate used to calculate the pension liability. The Pension Protection Act is effective for plan years beginning after 2007 and the Company does not believe it will have a material impact on its consolidated results.

The Company offers various defined contribution plans for U.S. and non-U.S. employees. Participation in these plans is based on certain eligibility requirements. Effective January 1, 2007, in conjunction with the curtailment of certain additional U.S. Pension Plan benefits for salaried employees described above, the Company began matching the majority of employee contributions to the U.S. defined contribution plans with cash contributions up to a maximum of 5% of eligible compensation. During the three and nine months ended September 30, 2007, the total matching contributions to these plans was approximately \$397 and \$1,279, respectively.

**Note 11 Goodwill and Other Intangible Assets**

As of September 30, 2007, the Company has goodwill totaling \$972,524 of which \$898,975 is related to the interconnect products and assemblies segment with the remainder related to the cable products segment. For the nine months ended September 30, 2007, goodwill increased by \$46,282, primarily as a result of an acquisition with an aggregate acquisition price of approximately \$38,300 less the fair value of assets acquired of approximately \$13,500, plus the recording of liabilities for performance-based additional cash consideration. The increase in goodwill was related to the interconnect products and assemblies segment. The Company is in the process of completing its analysis of fair value attributes of the assets acquired related to 2006 and 2007 acquisitions and anticipates that the final assessment of values will not differ materially from the preliminary assessment.

The Company does not have any intangible assets, other than goodwill, that are not subject to amortization. As of September 30, 2007, the Company has acquired amortizable intangible assets with a total gross carrying amount of \$53,269, of which \$30,700, \$9,500 and \$6,000 relate to proprietary technology, customer relationships and license agreements, respectively, with the remainder relating to other amortizable intangible assets. The accumulated amortization related to these intangibles as of September 30, 2007 totaled \$13,321, of which \$3,714, \$3,483 and \$1,406 relate to proprietary technology, customer relationships and license agreements, respectively, with the remainder relating to other amortizable intangible assets. Intangible assets are included in Other assets in the accompanying balance sheets. The aggregate amortization expense for the three and nine months ended September 30, 2007 was approximately \$1,377 and \$4,126, respectively, and amortization expense estimated for the next four fiscal years, including 2007, is approximately \$5,100. The estimated amortization expense for both 2011 and 2012 is \$3,000.

**Note 12 Long-Term Debt**

The Company has a five-year \$1,000,000 unsecured revolving credit facility (the Revolving Credit Facility ) that expires in August 2011, of which \$706,000 was drawn at September 30, 2007. On August 1, 2006, the Company amended the Revolving Credit Facility to reduce borrowing costs, increase the general indebtedness basket by \$250,000 through an accordion feature and to extend the term from July 2010 to August 2011.

At September 30, 2007, availability under the Revolving Credit Facility was \$280,237, after a reduction of \$13,763 for outstanding letters of credit. At September 30, 2007, the Company's interest rate on borrowings under the Revolving Credit Facility is LIBOR plus 40 basis points. The Company also pays certain annual agency and facility fees. The Revolving Credit Facility requires that the Company satisfy certain financial covenants including an interest coverage ratio. At September 30, 2007, the Company was in compliance with all financial covenants under the Revolving Credit Facility, and the Company's credit rating from Standard & Poor's was BBB- and from Moody's was Baa3.

In conjunction with borrowings under the Revolving Credit Facility, the Company has entered into interest rate swap agreements that fixed the Company's LIBOR interest rate on \$150,000, \$250,000 and \$250,000 of floating rate bank debt at 4.82%, 4.24% and 4.85%, expiring in December 2007, July 2008 and December 2008, respectively. While it is not the Company's intention to terminate the interest rate swap agreements, the fair value of such agreements was estimated by obtaining quotes from brokers which represented the amounts that the Company would receive or pay if the agreements were terminated. The fair value indicated that termination of the agreements at September 30, 2007 would have resulted in a pre-tax gain of \$1,015; such gain, net of tax of \$389 was recorded in other comprehensive income.





In October 2007, the Company entered into interest rate swaps that fix the Company's LIBOR interest rate on \$150,000, \$250,000 and \$250,000 of floating rate bank debt at 4.40%, 4.73% and 4.65% which are effective in December 2007, July 2008 and December 2008 and expire in December 2009, July 2010 and December 2009, respectively.

**Note 13 Off-Balance Sheet Arrangement Accounts Receivable Securitization**

A subsidiary of the Company has an agreement with a financial institution whereby the subsidiary can sell an undivided interest of up to \$100,000 in a designated pool of qualified accounts receivable. The Company services, administers and collects the receivables on behalf of the purchaser. On July 31, 2006, the Company terminated its then existing accounts receivable securitization facility and entered into a new Receivables Purchase Agreement (the "New Agreement"). The New Agreement allows the Company to sell an undivided interest of up to \$100,000 in a designated pool of qualified accounts receivable at costs that are lower than the previous agreement. The remaining terms and conditions of the New Agreement remain substantially the same as the previous facility. The New Agreement includes certain covenants and provides for various events of termination and expires in July 2009. Due to the short-term nature of the accounts receivable, the fair value approximates the carrying value. At September 30, 2007, approximately \$85,000 of receivables were sold under New Agreement and are therefore not reflected in the accounts receivable balance in the accompanying Condensed Consolidated Balance Sheets.

**Note 14 Income Taxes**

On July 13, 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes". FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, "Accounting for Income Taxes" and provides guidance on classification and disclosure requirements for tax contingencies. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company adopted the provisions of FIN 48 on January 1, 2007. The total amount of the liability accrued for unrecognized tax benefits as of the adoption date was approximately \$30,000. As a result of the implementation, the Company recognized an increase in the liability for unrecognized tax benefits and a reduction in retained earnings of approximately \$200. In addition, the majority of the liability for unrecognized tax benefits was reclassified from accrued income taxes to other long term liabilities on the accompanying Condensed Consolidated Balance Sheets. At September 30, 2007, the amount of the liability for unrecognized tax benefits, which if recognized would impact the effective tax rate, was approximately \$32,900.

The provision for income taxes for the third quarter and first nine months of 2007 was at an effective rate of 29.2% and 29.8%, respectively. The provision for income taxes for the third quarter and for the first nine months of 2006 was at an effective rate of 30.3% and 32.0%, respectively. The third quarter and first nine months of 2007 effective tax rates were primarily lowered by an increase in income in lower tax jurisdictions and changes in the Company's income repatriation plans.

**Note 15 Casualty Loss Related to Flood**

The Company incurred damage at its Sidney, New York manufacturing facility as a result of severe and sudden flooding during the second quarter of 2006. The Company recorded charges totaling \$20,747 for the first nine months of 2006, of which \$15,000 and \$5,747, or \$.05 and \$.02 per share, were incurred in the second and third quarters of 2006, respectively, for recovery and clean up expenses and property related damage, net of insurance and grant recoveries. The Sidney facility had limited manufacturing and sales activity for the period from June 28 to July 14 and production activity was substantially back to full production at the end of the third quarter. As a result, sales for the nine

months ended September 30, 2006 were reduced by approximately \$25,000.

## Item 2.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

## OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(dollars in millions, unless otherwise noted, except per share data)

## Results of Operations

*Quarter and nine months ended September 30, 2007 compared to the quarter and nine months ended September 30, 2006*

Net sales were \$733.9 and \$2,073.8 in the third quarter and first nine months of 2007 compared to \$636.4 and \$1,812.0 for the same periods in 2006, an increase of 15% and 14% in U.S. dollars and 13% and 12% in local currencies, respectively. Sales of interconnect products and assemblies (approximately 90% of sales) increased 16% in U.S. dollars and 14% in local currencies in the third quarter of 2007 compared to 2006 (\$659.4 in 2007 versus \$566.5 in 2006) and 15% in U.S. dollars and 13% in local currencies in the first nine months of 2007 compared to the same period in 2006 (\$1,862.9 in 2007 versus \$1,616.7 in 2006). Sales for the nine month period increased in all of the Company's major end markets including the military/aerospace, mobile communications, automotive, data-communications and industrial markets. In the third quarter, sales increased in most of the Company's end markets and were particularly strong in the military/aerospace, mobile device and automotive markets. Sales in the military/aerospace market were adversely impacted by approximately \$15.0 in the third quarter 2006 due to business interruption related to the flood at the Company's Sidney, New York facility further described below. Sales increases occurred in all major geographic regions and resulted from the continuing development of new application specific solutions and value added products and increased worldwide presence with the leading companies in target markets. Sales of cable products (approximately 10% of sales) increased 7% in both U.S. dollars and local currencies in the third quarter, compared to the same period in 2006 (\$74.5 in 2007 versus \$69.9 in 2006) and 8% in both U.S. dollars and local currencies in the first nine months of 2007 compared to the same period in 2006 (\$210.9 in 2007 versus \$195.3 in 2006). This increase is primarily attributable to increased sales of coaxial cable products for the broadband communications market resulting from increased capital spending by both domestic and international cable operators for network upgrades and expansion; as well as the impact of price increases for the nine month period.

Geographically, sales in the United States in the third quarter and first nine months of 2007 increased approximately 6% and 10% compared to the same periods in 2006 (\$285.2 and \$865.8 in 2007 versus \$268.1 and \$783.8 in 2006). International sales for the third quarter and first nine months of 2007 increased approximately 22% and 18%, respectively, in U.S. dollars (\$448.7 and \$1,208.0 in 2007 versus \$368.3 and \$1,028.2 in 2006) and increased approximately 18% and 14% in local currency compared to the same period in 2006. Currency translation had the effect of increasing sales in the third quarter and first nine months of 2007 by approximately \$16.3 and \$43.8 when compared to exchange rates for the same period in 2006.

The gross profit margin as a percentage of net sales was approximately 32.6% for both the third quarter and first nine months of 2007 compared to 31.7% for both periods in 2006. The operating margins for the cable products segment increased by approximately 0.3% and 0.9% in the third quarter and first nine months of 2007 compared to the third quarter and first nine months of 2006. The increase in margin for cable products is due primarily to the impact of a higher mix of specialty products, increased production levels in low cost facilities and in the nine month period, price increases partially offset by higher material costs. The operating margins in the interconnect products and assemblies segment increased approximately 1.5% for the third quarter and 1.6% for the first nine months of 2007 when compared to the same period in 2006 primarily as a result of the continuing development of new higher margin application specific products, excellent operating leverage on incremental volume and aggressive programs of cost control.

Selling, general and administrative expenses increased to \$95.8 and \$276.0, respectively, or 13.1% and 13.3% of net sales in the third quarter and first nine months of 2007 compared to \$87.4 and \$253.5, respectively, or 13.7% and 14.0% of net sales for the same periods in 2006. The increase in expense in the third quarter and first nine months of 2007 is attributable to increases in selling expense and research and development costs resulting from higher sales volume and increased spending relating to new product development, as well as increased stock-based compensation expense.

The Company incurred damage at its Sidney, New York manufacturing facility as a result of severe and sudden flooding during the second quarter of 2006. The Company recorded charges totaling \$20.7 for the first nine months of 2006, of which \$15.0 and \$5.7 or \$.05 and \$.02 per share were incurred in the second and third quarters of 2006, respectively, for recovery and clean up expenses and property related damage, net of insurance and grant recoveries. The Sidney facility had limited manufacturing and sales activity for the period from June 28 to July 14 and production activity was substantially back to full production at the end of the third quarter. As a result, sales for the nine months ended September 30, 2006 were reduced by approximately \$25.0.

Other expenses, net, for the third quarter of 2007 and 2006 was \$4.7 and \$3.6, respectively, and was comprised primarily of minority interests (\$3.7 in 2007 and \$1.9 in 2006), program fees on the sale of accounts receivable (\$1.3 in both 2007 and 2006), and agency and commitment fees on the Company's senior credit facility (\$0.5 in both 2007 and 2006) offset by interest income (\$0.8 in 2007 and \$0.1 in 2006).

Other expenses, net, for the first nine months of 2007 and 2006 was \$11.5 and \$9.7, respectively, and was comprised primarily of minority interests (\$7.6 in 2007 and \$4.6 in 2006), program fees on the sale of accounts receivable (\$3.9 in 2007 and \$3.8 in 2006), and agency and commitment fees on the Company's senior credit facility (\$1.3 in 2007 and \$1.6 in 2006) offset by interest income (\$1.6 in 2007 and \$0.5 in 2006).

Interest expense for the third quarter and first nine months of 2007 was \$9.4 and \$27.4, respectively, compared to \$9.3 and \$29.5, respectively, for the same periods in 2006. Average debt levels for the third quarter of 2007 and 2006 were comparable and the majority of the Company's interest rates are hedged resulting in similar levels of interest expense for the quarters.

The provision for income taxes for the third quarter and first nine months of 2007 was at an effective rate of 29.2% and 29.8%, respectively. The provision for income taxes for the third quarter and for the first nine months of 2006 was at an effective rate of 30.3% and 32.0%, respectively. The third quarter and first nine months of 2007 effective tax rates were primarily lowered by an increase in income in lower tax jurisdictions and changes in the Company's income repatriation plans.

### **Liquidity and Capital Resources**

Cash provided by operating activities was \$254.9 in the first nine months of 2007 compared to \$214.0 in the same 2006 period. The increase in cash flow related primarily to an increase in net income as well as an increase, in the 2007 period, in non-cash expenses including depreciation and amortization and stock-based compensation expense partially offset by a net increase in the change in non-cash components of working capital. The non-cash components of working capital increased \$65.2 in the first nine months of 2007 due primarily to increases of \$67.2 and \$11.9 in accounts receivable and other current assets, respectively, and an increase in inventory of \$18.2 offset by increases in accounts payable of \$29.1 and accrued liabilities of \$3.0. The non-cash components of working capital increased \$38.3 in the first nine months of 2006 due primarily to increases of \$54.1 and \$56.0, respectively, in accounts receivable and inventory due to higher levels of sales and an increase in other current assets of \$9.4, partially offset by an increase in accounts payable and accrued liabilities of \$58.7 and \$22.5, respectively, due to increased activity.

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Accounts receivable increased \$89.2, due primarily to increased sales volume and to a lesser extent from the translation impact resulting from a relatively weaker U.S. dollar at September 30, 2007 compared to

December 31, 2006. Days sales outstanding, computed before sales of receivables, increased from 66 days to 68 days. Inventory increased \$30.6 to \$447.1 primarily due to the impact of higher sales volume and the translation impact resulting from a relatively weaker U.S. dollar at September 30, 2007 as compared to December 31, 2006. Inventory days decreased from 86 at December 31, 2006 to 83 at September 30, 2007. Prepaid expenses and other current assets increased \$20.5 primarily resulting from an increase in certain foreign tax receivables, the purchase of short term securities and higher prepaid insurance balances. Land and depreciable assets, net, increased \$30.3 to \$304.4 reflecting capital expenditures of \$76.7 and the translation impact resulting from a relatively weaker U.S. dollar at September 30, 2007 as compared to December 31, 2006 partially offset by depreciation expense of \$56.3. Goodwill increased \$46.3 to \$972.5, primarily as a result of an acquisition in the third quarter of 2007 as well as adjustments relative to prior year acquisitions including performance based additional cash purchase consideration. Other assets decreased \$11.9 to \$45.5 primarily due to a reduction in long term deferred tax assets in addition to amortization of intangible assets. Accounts payable increased \$38.7 to \$273.6 as a result of higher operating levels. Accrued expenses decreased \$36.2 to \$173.4 primarily due to the reclassification of the long-term portion of the liability for unrecognized tax benefits in accordance with FIN 48 to long-term liabilities of \$28.8, payment of accrued expenses for performance based additional cash purchase consideration associated with certain acquisitions and a reduction in deferred revenue related to certain inventory hubbing arrangements offset by increased activity. Accrued pension and post employment benefit obligations decreased \$5.7 resulting from a \$20.0 contribution made to the Company's pension plan in September 2007 offset by an increase in the pension and post employment benefit liabilities related to the 2007 expense provisions and the translation impact due to the relatively weaker U.S. dollar at September 30, 2007 compared to December 31, 2006. Other long-term liabilities increased \$29.3 to \$58.7 due primarily to the reclassification of the long-term portion of the liability for unrecognized tax benefits in accordance with FIN 48 from other accrued expenses as discussed above.

For the first nine months of 2007, cash from operating activities of \$254.9, net borrowings from the revolving credit facility of \$36.2, proceeds from the exercise of stock options including excess tax benefits from stock-based payment arrangements of \$44.3 and proceeds from the disposal of fixed assets of \$0.9 were used to fund capital expenditures of \$76.7, acquisition related payments of \$69.4, purchases of treasury stock of \$87.1, dividend payments of \$8.0, purchases of short-term investments of \$4.6 and an increase in cash on hand of \$90.5. For the first nine months of 2006, cash from operating activities of \$214.0, proceeds from disposal of fixed assets of \$4.3 and proceeds from the exercise of stock options including excess tax benefits from stock-based payment arrangements of \$18.6 were used to fund capital expenditures of \$57.5, acquisitions of \$18.8, dividend payments of \$8.0, a net debt reduction of \$94.2, purchases of treasury stock of \$33.4, payment of fees and expenses related to refinancing of \$0.9 and an increase in cash on hand of \$24.1.

The Company has a five-year \$1,000.0 unsecured revolving credit facility (the Revolving Credit Facility) that expires in August 2011, of which \$706.0 was drawn at September 30, 2007. On August 1, 2006, the Company amended the Revolving Credit Facility to reduce borrowing costs, increase the general indebtedness basket by \$250.0 through an accordion feature and extend the term from July 2010 to August 2011.

At September 30, 2007, availability under the Revolving Credit Facility was \$280.2, after a reduction of \$13.8 for outstanding letters of credit. At September 30, 2007, the Company's interest rate on borrowings under the Revolving Credit Facility was LIBOR plus 40 basis points. The Company also pays certain annual agency and facility fees. The Revolving Credit Facility requires that the Company satisfy certain financial covenants including an interest coverage ratio. At September 30, 2007, the Company was in compliance with all financial covenants under the Revolving Credit Facility and the Company's credit rating from Standard & Poor's was BBB- and from Moody's was Baa3.

In conjunction with borrowings under the Revolving Credit Facility, the Company has entered into interest rate swap agreements that fixed the Company's LIBOR interest rate on \$150.0, \$250.0 and \$250.0 of floating rate bank debt at 4.82%, 4.24% and 4.85%, expiring in December 2007, July 2008 and December 2008, respectively. While it is not the Company's intention to terminate the interest rate swap agreements, the fair value of such agreements was estimated by obtaining quotes from brokers which represented the amounts that the Company

would receive or pay if the agreements were terminated. The fair value indicated that termination of the agreements at September 30, 2007 would have resulted in a pre-tax gain of \$1.0; such gain, net of tax of \$0.4 was recorded in other comprehensive income.

In October 2007, the Company entered into interest rate swaps that fix the Company's LIBOR interest rate on \$150.0, \$250.0 and \$250.0 of floating rate bank debt at 4.40%, 4.73% and 4.65% which are effective in December 2007, July 2008 and December 2008 and expire in December 2009, July 2010 and December 2009, respectively.

A subsidiary of the Company has an agreement with a financial institution whereby the subsidiary can sell an undivided interest of up to \$100.0 in a designated pool of qualified accounts receivable. The Company services, administers and collects the receivables on behalf of the purchaser. On July 31, 2006, the Company terminated its then existing accounts receivable securitization facility and entered into a new Receivables Purchase Agreement (the "New Agreement"). The New Agreement allows the Company to sell an undivided interest of up to \$100.0 in a designated pool of qualified accounts receivable at costs that are lower than the previous agreement. The remaining terms and conditions of the New Agreement remain substantially the same as the previous facility. The New Agreement includes certain covenants and provides for various events of termination and expires in July 2009. At September 30, 2007, approximately \$85.0 of receivables were sold under the New Agreement and are therefore not reflected in the accounts receivable balance in the accompanying Condensed Consolidated Balance Sheets.

The Company's primary ongoing cash requirements will be for operating and capital expenditures, product development activities, repurchase of its Class A Common Stock, dividends and debt service. The Company may also use cash to fund all or part of the cost of future acquisitions. The Company's debt service requirements consist primarily of principal and interest on bank borrowings. The Company's primary sources of liquidity are cash on hand, internally generated cash flow, the Revolving Credit Facility, proceeds from the exercise of stock options, and the sale of receivables under the New Agreement. The Company expects that ongoing requirements for operating and capital expenditures, product development activities, repurchase of its Class A Common Stock, dividends and debt service requirements will be funded from these sources; however, the Company's sources of liquidity could be adversely affected by, among other things, a decrease in demand for the Company's products, a deterioration in certain of the Company's financial ratios, a decline in its credit ratings or a deterioration in the quality of the Company's accounts receivable.

On January 17, 2007, the Company announced a 2-for-1 stock split that was effective for stockholders of record as March 16, 2007, and these additional shares were distributed on March 30, 2007. The share and per share information herein has been restated to reflect the effect of such stock split.

On October 20, 2004, the Company announced that its Board of Directors authorized an open-market stock repurchase program (the "Program") of up to 10.0 million shares (on a post-split basis) of its Class A Common Stock during the period ended September 30, 2006 which was extended to December 31, 2008 by an amendment on July 27, 2006. In September 2006, the Company retired 4.5 million shares of its Class A Common Stock purchased for \$87.8 million under the Program by reducing accumulated earnings by this amount. In March 2007, the Company retired an additional 1.6 million shares of its Class A Common Stock purchased for \$53.2 million under the Program by reducing accumulated earnings by this amount. At September 30, 2007, approximately 1.7 million shares of Class A Common Stock remained available for repurchase under the Program.

On January 19, 2005, the Company announced that it would commence payment of a quarterly dividend on its Class A Common Stock of \$.015 per share. The Company paid a quarterly dividend in the amount of \$2.7 or \$.015 per share on October 3, 2007 to shareholders of record as of September 12, 2007, which was included in the Other Accrued Expenses at September 30, 2007. Total dividends paid to date in 2007, including the October 3, 2007 payment, were \$10.8.





In August 2006, the President signed into law the Pension Protection Act of 2006. The intent of the legislation is to require companies to fund 100% of their pension liability; and then for companies to fund, on a going-forward basis, an amount generally estimated to be the amount that the pension liability increases each year due to an additional year of service by the employees eligible for pension benefits. The legislation requires that funding shortfalls be eliminated by companies over a seven-year period, beginning in 2008. The Pension Protection Act also extended the provisions of the Pension Funding Equity Act that would have expired in 2006 had the Pension Protection Act not been enacted, which increased the allowed discount rate used to calculate the pension liability. The Pension Protection Act is effective for plan years beginning after 2007 and the Company does not believe it will have a material impact on its consolidated results.

The Company intends to retain the remainder of its earnings to provide funds for the operation and expansion of the Company's business, repurchase of its Class A Common Stock and to repay outstanding indebtedness. Management believes that the Company's working capital position, ability to generate strong cash flow from operations, availability under its Revolving Credit Facility and access to credit markets will allow it to meet its obligations for the next twelve months and the foreseeable future.

### **Environmental Matters**

Certain operations of the Company are subject to federal, state and local environmental laws and regulations that govern the discharge of pollutants into the air and water, as well as the handling and disposal of solid and hazardous wastes. The Company believes that its operations are currently in substantial compliance with all applicable environmental laws and regulations and that the costs of continuing compliance will not have a material adverse effect on the Company's financial position or results of operations.

The Company is currently involved in the environmental remediation of several sites for conditions that existed at the time Amphenol Corporation was acquired from Allied Signal Corporation in 1987 (Allied Signal merged with and into Honeywell in December 1999). Amphenol Corporation and Honeywell were named jointly and severally liable as potentially responsible parties in relation to such sites. Amphenol Corporation and Honeywell have jointly consented to perform certain investigations and remedial and monitoring activities at two sites and they have been jointly ordered to perform work at another site. The costs incurred relating to these three sites are reimbursed by Honeywell based on the Honeywell Agreement entered into in connection with the acquisition in 1987. For sites covered by the Honeywell Agreement, to the extent that conditions or circumstances occurred or existed at the time of or prior to the acquisition, Honeywell is obligated to reimburse Amphenol Corporation 100% of such costs. Honeywell representatives continue to work closely with the Company in addressing the most significant environmental liabilities covered by the Honeywell Agreement. Management does not believe that the costs associated with resolution of these or any other environmental matters will have a material adverse effect on the Company's consolidated financial position or results of operations. Substantially all of the environmental remediation matters identified by the Company to date, including those referred to above, are covered under the Honeywell Agreement.

### **Safe Harbor Statement**

Statements in this report that are not historical are forward-looking statements within the meaning of the federal securities laws, and should be considered subject to the many uncertainties that exist in the Company's operations and business environment. These uncertainties, which include, among other things, economic and currency conditions, market demand and pricing and competitive and cost factors are set forth in Part I, Item 1A of the Company's 2006 Annual Report on Form 10-K. Actual results could differ materially from those currently anticipated.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company, in the normal course of doing business, is exposed to the risks associated with foreign currency exchange rates and changes in interest rates. There has been no material change in the Company's assessment of its sensitivity to foreign currency exchange rate risk since its presentation set forth, in Item 7A "Quantitative and Qualitative Disclosures About Market Risk" in its 2006 Annual Report on Form 10-K. Relative to interest rate risk, in 2005, the Company entered into interest rate swap agreements that fixed the Company's LIBOR interest rate on \$150.0 million, \$250.0 million and \$250.0 million of floating rate debt at 4.82%, 4.24% and 4.85%, expiring in December 2007, July 2008 and December 2008, respectively. At September 30, 2007, the Company's average LIBOR rate was 4.70%. A 10% change in the LIBOR interest rate at September 30, 2007 would have the effect of increasing or decreasing interest expense by approximately \$0.3. The Company does not expect changes in interest rates to have a material effect on income or cash flows in 2007, although there can be no assurances that interest rates will not significantly change.

In October 2007, the Company entered into interest rate swaps that fix the Company's LIBOR interest rate on \$150.0, \$250.0 and \$250.0 of floating rate bank debt at 4.40%, 4.73% and 4.65% which are effective in December 2007, July 2008 and December 2008 and expire in December 2009, July 2010 and December 2009, respectively.

### **Item 4. Controls and Procedures**

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of December 31, 2006. Based on their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and such information is accumulated and communicated to management, including the Company's principal executive and financial officers, to allow timely decisions regarding required disclosure. There has been no change in the Company's internal controls over financial reporting during its most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

## **PART II OTHER INFORMATION**

### **Item 1. Legal Proceedings**

The Company and its subsidiaries have been named as defendants in several legal actions in which various amounts are claimed arising from normal business activities. Although the amount of any ultimate liability with respect to such matters cannot be precisely determined, in the opinion of management, such matters are not expected to have a material effect on the Company's financial condition or results of operations.

**Item 1A. Risk Factors**

There have been no material changes to the Company's risk factors as disclosed in Part I, Item 1A of the Company's Form 10-K for the year ended December 31, 2006.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Repurchase of Equity Securities**

On October 20, 2004, the Company announced that its Board of Directors authorized an open-market stock repurchase program (the Program) of up to 10.0 million shares (on a post-split basis) of its Class A Common Stock during the period ended September 30, 2006 which was extended to December 31, 2008 by an amendment on July 27, 2006. In September 2006, the Company retired 4.5 million shares of its Class A Common Stock purchased for \$87.8 million under the Program by reducing retained earnings by this amount. In March 2007, the Company retired an additional 1.6 million shares of its Class A Common Stock purchased for \$53.2 million under the Program by reducing accumulated earnings by this amount. At September 30, 2007, approximately 1.7 million shares of Class A Common Stock remained available for repurchase under the Program.

| Period                             | (a) Total<br>Number of<br>Shares<br>Purchased | (b) Average Price<br>Paid per Share | (c) Total Number<br>of Shares<br>Purchased as<br>Part of Publicly<br>Announced Plans<br>or Programs | (d) Maximum<br>Number of<br>Shares that May<br>Yet Be Purchased<br>Under the Plans<br>or Programs |
|------------------------------------|---|-------------------------------------|---|---|
| January 1, to January 31, 2007     | 437,600                                       | \$ 31.96                            | 6,184,800   | 3,815,200   |
| February 1, to February 28, 2007   |   |                                     |   |   |
| March 1, to March 31, 2007         |   |                                     |   |   |
| April 1, to April 30, 2007         | 218,500                                       | 35.40                               | 6,403,300   | 3,596,700   |
| May 1, to May 31, 2007             | 857,900                                       | 35.24                               | 7,261,200   | 2,738,800   |
| June 1, to June 30, 2007           |   |                                     |   |   |
| July 1, to July 31, 2007           | 209,300                                       | 35.06                               | 7,470,500   | 2,529,500   |
| August 1, to August 31, 2007       | 806,094                                       | 34.48                               | 8,276,594   | 1,723,406   |
| September 1, to September 30, 2007 |   |                                     |   |   |
| Total                              | 2,529,394                                     | \$ 34.94                            | 8,276,594   | 1,723,406   |

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

None

**Item 5. Other Information**

None

**Item 6. Exhibits**

- 3.1 By-Laws of the Company as of May 19, 1997 NXS Acquisition Corp. By-Laws (filed as Exhibit 3.2 to the June 30, 1997 10-Q).\*
- 3.2 Amended and Restated Certificate of Incorporation, dated April 24, 2000 (filed as Exhibit 3.1 to the April 28, 2000 Form 8-K).\*
- 3.3 Certificate of Amendment of Amended and Restated Certificate of Incorporation, dated May 26, 2004 (filed as Exhibit 3.1 to the June 30, 2004 10-Q).\*
- 10.1 Amended and Restated Receivables Purchase Agreement dated as of May 19, 1997 among Amphenol Funding Corp., the Company, Pooled Accounts Receivable Capital Corporation and Nesbitt Burns Securities, Inc., as Agent (filed as Exhibit 10.1 to the June 30, 1997 10-Q).\*
- 10.2 First Amendment to Amended and Restated Receivables Purchase Agreement dated as of September 26, 1997 (filed as Exhibit 10.20 to the September 30, 1997 10-Q).\*
- 10.3 Canadian Purchase and Sale Agreement dated as of September 26, 1997 among Amphenol Canada Corp., Amphenol Funding Corp. and Amphenol Corporation, individually and as the initial servicer (filed as Exhibit 10.21 to the September 30, 1997 10-Q).\*
- 10.4 Second Amendment to Amended and Restated Receivables Purchase Agreement dated as of June 30, 2000 (filed as Exhibit 10.27 to the June 30, 2000 10-Q).\*
- 10.5 Third Amendment to Amended and Restated Receivables Purchase Agreement dated as of June 28, 2001 (filed as Exhibit 10.27 to the September 30, 2001 10-Q).\*
- 10.6 Fourth Amendment to Amended and Restated Receivables Purchase Agreement dated as of September 30, 2001 (filed as Exhibit 10.28 to the September 30, 2001 10-Q).\*
- 10.7 Fifth Amendment to Amended and Restated Receivables Purchase Agreement dated as of May 19, 2004 (filed as Exhibit 10.6 to the June 30, 2004 10-Q).\*
- 10.8 Sixth Amendment to Amended and Restated Receivables Purchase Agreement dated as of June 18, 2004 (filed as Exhibit 10.7 to the June 30, 2004 10-Q).\*
- 10.9 Seventh Amendment to Amended and Restated Receivables Purchase Agreement dated as of June 18, 2004 (filed as Exhibit 10.8 to the June 30, 2004 10-Q).\*
- 10.10 Receivables Purchase Agreement dated as of July 31, 2006 among Amphenol Funding Corp., the Company, Atlantic Asset Securitization LLC and Calyon New York Branch, as Agent (filed as Exhibit 10.10 to the June 30, 2006 10-Q).\*
- 10.11 Amended and Restated Purchase and Sale Agreement dated as of May 19, 1997 among the Originators named therein, Amphenol Funding Corp. and the Company (filed as Exhibit 10.2 to the June 30, 1997 10-Q).\*
- 10.12 First Amendment to Amended and Restated Purchase and Sale Agreement dated as of June 18, 2004 (filed as Exhibit 10.10 to the June 30, 2004 10-Q).\*
- 10.13 Purchase and Sales Agreement dated as of July 31, 2006 among the Originators named therein, Amphenol Funding Corp. and the Company (filed as Exhibit 10.13 to the June 30, 2006 10-Q).\*
- 10.14 1997 Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.16 to the June 30, 1997 10-Q).\*
- 10.15 Amended 1997 Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.19 to the June 30, 1998 10-Q).\*
- 10.16 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.30 to the June 30, 2001 10-Q).\*
- 10.17 Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.2 to the March 31, 2004 10-Q).\*
- 10.18 Second Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.35 to the June 30, 2004 10-Q).\*
- 10.19 Third Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.19 to the June 30, 2006 10-Q).\*
- 10.20 Fourth Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.20 to the June 30, 2007 10-Q).\*

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- 10.21 Form of 1997 Management Stockholders Agreement (filed as Exhibit 10.50 to the December 31, 2004 10-K).\*
- 10.22 Form of 1997 Non-Qualified Stock Option Agreement (filed as Exhibit 10.51 to the December 31, 2004 10-K).\*
- 10.23 Form of 2000 Management Stockholders Agreement (filed as Exhibit 10.53 to the December 31, 2004 10-K).\*
- 10.24 Form of 2000 Management Stockholders Agreement as of May 24, 2006 (filed as Exhibit 10.24 to the June 30, 2006 10-Q).\*
- 10.25 Form of 2000 Management Stockholders Agreement as of May 24, 2007 (filed as Exhibit 10.25 to the June 30, 2007 10-Q).\*
- 10.26 Form of 2000 Non-Qualified Stock Option Agreement (filed as Exhibit 10.54 to the December 31, 2004 10-K).\*
- 10.27 Form of 2000 Non-Qualified Stock Option Agreement as of May 24, 2006 (filed as Exhibit 10.26 to the June 30, 2006 10-Q).\*
- 10.28 Form of 2000 Non-Qualified Stock Option Grant Agreement Amended as of May 24, 2007 (filed as Exhibit 10.28 to the June 30, 2007 10-Q).\*
- 10.29 Form of 2000 Sale Participation Agreement (filed as Exhibit 10.55 to the December 31, 2004 10-K).\*
- 10.30 Management Agreement between the Company and Martin H. Loeffler, dated July 28, 1987 (filed as Exhibit 10.7 to the 1987 Registration Statement).\*
- 10.31 Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.7 to the December 31, 2001 10-K).\*
- 10.32 First Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.42 to the December 31, 2006 10-K).\*
- 10.33 Second Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.43 to the December 31, 2006 10-K).\*
- 10.34 Third Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.44 to the December 31, 2006 10-K).\*
- 10.35 Fourth Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.45 to the December 31, 2006 10-K).\*
- 10.36 Fifth Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.46 to the December 31, 2006 10-K).\*
- 10.37 Sixth Amendment to the Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2002 (filed as Exhibit 10.47 to the December 31, 2006 10-K).\*
- 10.38 Amphenol Corporation Supplemental Employee Retirement Plan formally adopted effective January 25, 1996 (filed as Exhibit 10.18 to the 1996 10-K).\*
- 10.39 First Amendment (2000-1) to the Amphenol Corporation Supplemental Employee Retirement plan (filed as Exhibit 10.18 to the September 30, 2004 10-Q).\*
- 10.40 Second Amendment (2004-1) to the Amphenol Corporation Supplemental Employee Retirement Plan (filed as Exhibit 10.19 to the September 30, 2004 10-Q).\*
- 10.41 Third Amendment (2006-1) to the Amphenol Corporation Supplemental Employee Retirement Plan (filed as Exhibit 10.51 to the December 31, 2006 10-K).\*
- 10.42 Amphenol Corporation Directors Deferred Compensation Plan (filed as Exhibit 10.11 to the December 31, 1997 10-K).\*
- 10.43 The 2004 Stock Option Plan for Directors of Amphenol Corporation (filed as Exhibit 10.44 to the June 30, 2004 10-Q).\*
- 10.44 2005 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.56 to the March 31, 2005 10-Q).\*

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- 10.45 2006 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.48 to the December 31, 2005 10-K).\*
- 10.46 2007 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.46 to the June 30, 2007 10-Q).\*
- 10.47 Credit Agreement, dated as of July 15, 2005, among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Bank of America, N.A. acting as the administrative agent (filed as an Exhibit to the Form 8-K filed on July 20, 2005).\*
- 10.48 First Amendment to Credit Agreement dated as of December 14, 2005 among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Bank of America, N.A. acting as the administrative agent (filed as Exhibit 10.45 to the March 31, 2007 10Q).\*
- 10.49 Second Amendment to Credit Agreement dated as of August 1, 2006 among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Bank of America, N.A. acting as the administrative agent (filed as Exhibit 10.55 to the June 30, 2006 10-Q).\*
- 10.50 Agreement and Plan of Merger among Amphenol Acquisition Corporation, Allied Corporation and the Company, dated April 1, 1987, and the Amendment thereto dated as of May 15, 1987 (filed as Exhibit 2 to the 1987 Registration Statement).\*
- 10.51 Settlement Agreement among Allied Signal Inc., the Company and LPL Investment Group, Inc. dated November 28, 1988 (filed as Exhibit 10.20 to the 1991 Registration Statement).\*
- 10.52 Asset and Stock Purchase Agreement between Teradyne, Inc. and Amphenol Corporation, dated October 10, 2005 (filed as an Exhibit to the Form 8-K filed on October 11, 2005).\*
- 10.53 Amphenol Corporation Employee Savings/401(k) Plan Document (filed as Exhibit 10.58 to the March 31, 2006 10Q).\*
- 10.54 Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement (filed as Exhibit 10.59 to the March 31, 2006 10Q).\*
- 10.55 First Amendment (2006-1) to Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement (filed as Exhibit 10.68 to the December 31, 2006 10-K).\*
- 10.56 Second Amendment (2006-2) to Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement (filed as Exhibit 10.69 to the December 31, 2006 10-K).\*
- 10.57 Amphenol Corporation Supplemental Defined Contribution Plan (filed as Exhibit 10.54 to the March 31, 2007 10Q).\*
- 10.58 First Amendment (2007-1) to the Amphenol Corporation Supplemental Defined Contribution Plan (filed as Exhibit 10.55 to the March 31, 2007 10Q).\*
- 31.1 Certification pursuant to Exchange Act Rules 13a-14 and 15d-14; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*\*
- 31.2 Certification pursuant to Exchange Act Rules 13a-14 and 15d-14; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*\*
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.\*\*
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.\*\*

\* Incorporated herein by reference as stated.

\*\* Filed herewith

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMPHENOL CORPORATION

By: /s/ DIANA G. REARDON

Diana G. Reardon  
*Authorized Signatory  
and Principal Financial Officer*

Date: November 2, 2007