

AMPHENOL CORP /DE/  
Form 4  
January 26, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JEPSEN 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/24/2005		M		105,400	A	\$ 6.5
Class A Common Stock	01/24/2005		S		105,400	D	\$ 37.1401
Class A Common Stock	01/25/2005		M		14,600	A	\$ 6.5
Class A Common Stock	01/25/2005		S		14,600	D	\$ 37.4296

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option	\$ 6.5	01/24/2005		M	105,400	05/19/2002 <sup>(1)</sup> 05/18/2007	Class A Common Stock 105,400
Stock Option	\$ 6.5	01/25/2005		M	14,600	05/19/2002 <sup>(1)</sup> 05/18/2007	Class A Common Stock 14,600
Stock Option	\$ 9.5469					04/22/2000 04/21/2009	Class A Common Stock 63,000
Stock Option	\$ 14.5					04/08/1999 04/07/2008	Class A Common Stock 42,000
Stock Option	\$ 20.09					04/15/2004 04/15/2013	Class A Common Stock 90,000
Stock Option	\$ 20.615					04/25/2002 04/25/2011	Class A Common Stock 66,000
Stock Option	\$ 21.905					05/02/2003 05/02/2012	Class A Common Stock 100,000
Stock Option	\$ 24.7813					06/06/2001 06/06/2010	Class A Common Stock 234,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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