

AMPHENOL CORP /DE/
Form 4
April 27, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
TWAALFHOVEN MARK

(Last) (First) (Middle)

**1912 CONVENTION PLAZA
APTS.-1 HARBOUR RD**

(Street)

WANCHAI, HONG KONG

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2005

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)
SR VP & GGM COMM CONNECTORS

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	04/25/2005		M		50	A	\$ 6.5
Class A Common Stock	04/25/2005		M		50	A	\$ 8
Class A Common Stock	04/25/2005		M		50	A	\$ 9.5469
Class A Common	04/25/2005		M		50	A	\$ 12.8594

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Stock							
Class A Common Stock	04/25/2005	M	32,000	A	\$ 24.7813	32,200	D
Class A Common Stock	04/25/2005	M	4,400	A	\$ 20.615	36,600	D
Class A Common Stock	04/25/2005	M	6,200	A	\$ 20.09	42,800	D
Class A Common Stock	04/25/2005	S	42,800	D	\$ 39.7715	0	D
Class A Common Stock	04/26/2005	M	50	A	\$ 6.5	50	D
Class A Common Stock	04/26/2005	M	50	A	\$ 9.5469	100	D
Class A Common Stock	04/26/2005	M	50	A	\$ 12.8594	150	D
Class A Common Stock	04/26/2005	M	12,000	A	\$ 24.7813	12,150	D
Class A Common Stock	04/26/2005	M	6,300	A	\$ 30.15	18,450	D
Class A Common Stock	04/26/2005	M	50	A	\$ 8	18,500	D
Class A Common Stock	04/26/2005	S	18,500	D	\$ 40.1624	0	D

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)

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.5	04/25/2005		M		50	05/19/2002	05/19/2007	Class A Common Stock	50
Stock Option	\$ 6.5	04/26/2005		M		50	05/19/2002	05/19/2007	Class A Common Stock	50
Stock Option	\$ 8	04/25/2005		M		50	10/26/2003	10/26/2008	Class A Common Stock	50
Stock Option	\$ 8	04/26/2005		M		50	10/26/2003	10/26/2008	Class A Common Stock	50
Stock Option	\$ 9.5469	04/25/2005		M		50	04/22/2004	04/22/2009	Class A Common Stock	50
Stock Option	\$ 9.5469	04/26/2005		M		50	04/22/2004	04/22/2009	Class A Common Stock	50
Stock Option	\$ 12.8594	04/25/2005		M		50	10/01/2004	10/01/2009	Class A Common Stock	50
Stock Option	\$ 12.8594	04/26/2005		M		50	10/01/2004	10/01/2009	Class A Common Stock	50
Stock Option	\$ 20.09	04/25/2005		M		6,200	04/15/2004	04/15/2013	Class A Common Stock	6,200
Stock Option	\$ 20.615	04/25/2005		M		4,400	04/25/2004	04/25/2011	Class A Common Stock	4,400
Stock Option	\$ 21.905						05/02/2004	05/02/2012	Class A Common Stock	19,400
Stock	\$ 24.7813	04/25/2005		M		32,000	06/06/2004	06/06/2010	Class A	32,000

Option								Common Stock	
Stock Option	\$ 24.7813	04/26/2005	M	12,000	06/06/2004	06/06/2010		Class A Common Stock	12,000
Stock Option	\$ 30.15	04/26/2005	M	6,300	04/16/2005	04/16/2014		Class A Common Stock	6,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TWAALFHOVEN MARK 1912 CONVENTION PLAZA APTS.-1 HARBOUR RD WANCHAI, HONG KONG			SR VP & GGM COMM CONNECTORS	

Signatures

Edward C.
Wetmore, POA

04/27/2005

__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).

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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