

AMPHENOL CORP /DE/
Form 4/A
October 28, 2016

FORM 4

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

OMB APPROVAL

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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 *
NORWITT RICHARD ADAM

(Last) (First) (Middle)

C/O AMPHENOL CORPORATION, 358 HALL AVENUE

(Street)

WALLINGFORD, CT 06492

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
10/25/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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 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	10/21/2016		M		304,000	A	\$ 16.005
					304,992		D
Class A Common Stock	10/21/2016		S		245,000	D	\$ 66.0744
							(1) (2)
Class A Common Stock	10/24/2016		M		84,000	A	\$ 16.005
					143,992		D
Class A Common Stock	10/24/2016		S		50,000	D	\$ 66.271
					93,992		D

Common Stock				(1) (3)				Norwitt Family Trust 9-20-2012, Richard Adam Norwitt and Glori Joan Norwitt, original Trustees
Class A Common Stock-Trust <u>(4)</u>					124,741	I		
Richard A. Norwitt Grantor Retained Annuity Trust-A <u>(4)</u>					51,465	I		by Grantor Retained Annuity Trust-A
Richard A. Norwitt Grantor Retained Annuity Trust-B <u>(4)</u>					51,465	I		by Grantor Retained Annuity Trust-B

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

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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 of Number of Shares
Stock Option	\$ 16.005	10/21/2016		M	304,000	05/21/2010 05/20/2019	Class A Common Stock 304,000

