

AMPHENOL CORP /DE/
Form 4
December 06, 2006

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 *
FRASER JAMIE A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2469 RHONDA DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2006

____ Director
 Officer (give title below) _____ Other (specify below)
SR VP & GGM INTERCONNECT SYS

VESTAL, NY 13850

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

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

(City) (State) (Zip)

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	12/05/2006		M		6,400	A	\$ 20.09 8,400
Class A Common Stock	12/05/2006		M		4,000	A	\$ 20.615 12,400
Class A Common Stock	12/05/2006		M		6,400	A	\$ 21.905 18,800
Class A Common	12/05/2006		M		9,400	A	\$ 24.7813 28,200

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Stock

Class A
Common Stock 12/05/2006 M 2,600 A \$ 28.375 30,800 D

Class A
Common Stock 12/05/2006 M 5,872 A \$ 30.15 36,672 D

Class A
Common Stock 12/05/2006 S 34,672 D \$ 68.8705 2,000 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)

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)	8. Amount or Number of Shares
Stock Option	\$ 36.79					04/12/2006 04/12/2015	Class A Common Stock	30,000
Stock Option	\$ 53.61					05/24/2007 05/24/2016	Class A Common Stock	34,000
Stock Option	\$ 20.09	12/05/2006		M	6,400	04/15/2006 04/15/2013	Class A Common Stock	6,400
Stock Option	\$ 20.615	12/05/2006		M	4,000	04/25/2006 04/25/2011	Class A Common Stock	4,000
Stock Option	\$ 21.905	12/05/2006		M	6,400	05/02/2006 05/02/2012	Class A Common Stock	6,400

Stock Option	Exercise Price	Grant Date	Relationship	Quantity	Expiry Date 1	Expiry Date 2	Class	Quantity
Stock Option	\$ 24.7813	12/05/2006	M	9,400	06/06/2005	06/06/2010	Class A Common Stock	9,400
Stock Option	\$ 28.375	12/05/2006	M	2,600	10/05/2005	10/05/2010	Class A Common Stock	2,600
Stock Option	\$ 30.15	12/05/2006	M	5,872	04/16/2006	04/16/2014	Class A Common Stock	5,872

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRASER JAMIE A 2469 RHONDA DRIVE VESTAL, NY 13850			SR VP & GGM INTERCONNECT SYS	

Signatures

Edward C.
Wetmore, POA

12/06/2006

**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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