

AMPHENOL CORP /DE/

Form 4

May 16, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRASER JAMIE A

(Last) (First) (Middle)

2469 RHONDA DRIVE

(Street)

VESTAL, NY 13850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SR VP & GGM INTERCONNECT SYS

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/13/2005		M		12,800	A \$ 20.09	14,800	D
Class A Common Stock	05/13/2005		M		7,072	A \$ 21.905	21,872	D
Class A Common Stock	05/13/2005		M		5,128	A \$ 30.15	27,000	D
Class A Common	05/13/2005		S		25,000	D \$ 39.5	2,000	D

Stock

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

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SEC 1474
(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 or Number of Shares
Stock Option	\$ 20.615							04/25/2004	04/25/2011	Class A Common Stock	4,000
Stock Option	\$ 24.7813							06/06/2004	06/06/2010	Class A Common Stock	9,400
Stock Option	\$ 28.375							10/05/2004	10/05/2010	Class A Common Stock	2,600
Stock Option	\$ 36.79							04/12/2006	04/12/2015	Class A Common Stock	30,000
Stock Option	\$ 20.09	05/13/2005		M		12,800		04/15/2004	04/15/2013	Class A Common Stock	12,800
Stock Option	\$ 21.905	05/13/2005		M		7,072		05/02/2005	05/02/2012	Class A Common Stock	7,072
Stock Option	\$ 30.15	05/13/2005		M		5,128		04/15/2005	04/16/2014	Class A Common Stock	5,128

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

05/16/2005

__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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