

AMPHENOL CORP /DE/
Form 4
June 08, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | |
| Treanor John | | | AMPHENOL CORP /DE/ [APH] | | (Check all applicable) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SR VP & GGM AUTOMOTIVE GROUP | |
| C/O AMPHENOL AUTOMOTIVE PRODUCTS GROUP, AUGUST-HAEUSSER-STRASSE 10 HEILBRONN | | | 06/07/2016 | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| GERMANY 74080 | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|--|
| | | | | Code | V Amount Price | | | |
| Class A Common Stock | 06/07/2016 | | M | | 12,600 A | \$ 21.495 12,600 | D | Indirect Beneficial Ownership (Instr. 4) |
| Class A Common Stock | 06/07/2016 | | S | | 12,600 D | \$ 59.2981 0 | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | (1) (2) | | |
| Class A Common Stock | 06/07/2016 | | M | | 60,200 A | \$ 26.74 60,200 | D | Indirect Beneficial Ownership (Instr. 4) |

Edgar Filing: AMPHENOL CORP /DE/ - Form 4

| | | | | | | | |
|----------------------------|------------|---|--------|---|--|--------|---|
| Class A Common Stock | 06/07/2016 | S | 60,200 | D | \$ 59.2981 <u>(1)</u> <u>(2)</u> | 0 | D |
| Class A Common Stock | 06/07/2016 | M | 67,200 | A | \$ 26.63 | 67,200 | D |
| Class A Common Stock | 06/07/2016 | S | 67,200 | D | \$ 59.2981 <u>(1)</u> <u>(2)</u> | 0 | D |
| Class A Common Stock | 06/07/2016 | M | 48,720 | A | \$ 39 | 48,720 | D |
| Class A Common Stock | 06/07/2016 | S | 48,720 | D | \$ 59.2981 <u>(1)</u> <u>(2)</u> | 0 | D |
| Class A Common Stock | 06/07/2016 | M | 39,200 | A | \$ 47.715 | 39,200 | D |
| Class A Common Stock | 06/07/2016 | S | 39,200 | D | \$ 59.2981 <u>(1)</u> <u>(2)</u> | 0 | D |
| Class A Common Stock | 06/07/2016 | M | 19,600 | A | \$ 57.97 | 19,600 | D |
| Class A Common Stock | 06/07/2016 | S | 19,600 | D | \$ 59.2981 <u>(1)</u> <u>(2)</u> | 0 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | \$ 21.495 | 06/07/2016 | M | 12,600 | 05/27/2011 | 05/27/2020 | Class A Common Stock | 12,600 | |
| Stock Option | \$ 26.74 | 06/07/2016 | M | 60,200 | 05/26/2012 | 05/26/2021 | Class A Common Stock | 60,200 | |
| Stock Option | \$ 26.63 | 06/07/2016 | M | 67,200 | 05/24/2013 | 05/24/2022 | Class A Common Stock | 67,200 | |
| Stock Option | \$ 39 | 06/07/2016 | M | 48,720 | 05/23/2014 | 05/23/2023 | Class A Common Stock | 48,720 | |
| Stock Option | \$ 47.715 | 06/07/2016 | M | 39,200 | 05/22/2015 | 05/22/2024 | Class A Common Stock | 39,200 | |
| Stock Option | \$ 57.97 | 06/07/2016 | M | 19,600 | 05/21/2016 | 05/21/2025 | Class A Common Stock | 19,600 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Treanor John C/O AMPHENOL AUTOMOTIVE PRODUCTS GROUP AUGUST-HAEUSSER-STRASSE 10 HEILBRONN GERMANY 74080 | | | SR VP & GGM AUTOMOTIVE GROUP | |

Signatures

Edward C.
Wetmore, POA

06/08/2016

**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) This transaction was executed in multiple trades ranging from \$59.00 to \$59.705.

The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the

(2) SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: AMPHENOL CORP /DE/ - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.