AMPHENOL CORP /DE/
Form DEF 14A
April 29, 2013

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

Amphenol Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF 2013 ANNUAL MEETING
and
PROXY STATEMENT

CORPORATION

AMPHENOL CORPORATION
358 HALL AVENUE
P.O. BOX 5030
WALLINGFORD, CONNECTICUT 06492-7530

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NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS

TIME AND DATE

11:00 a.m., Wednesday, May 22, 2013

PLACE

Corporate Headquarters
Conference Center
358 Hall Avenue
Wallingford, CT 06492
(203) 265-8900

AGENDA

1. To elect six directors as named and for terms indicated in the Proxy Statement.

2. To ratify the selection of Deloitte & Touche LLP as independent accountants.

3. To conduct an advisory vote on compensation of named executive officers.

4. To transact such other business, including action on one stockholder proposal, as may properly come before the meeting and any postponements or adjournments thereof.

By Order of the Board of Directors
Edward C. Wetmore
Vice President, Secretary and General Counsel

April 29, 2013

IMPORTANT
PLEASE COMPLETE, DATE, SIGN AND RETURN
THE ACCOMPANYING PROXY WHETHER OR
NOT YOU PLAN TO ATTEND THE MEETING

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on May 22, 2013: The Proxy Statement and Annual Report to Stockholders for the fiscal year ended December 31, 2012 are available at ***www.edocumentview.com/APH.***

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2013 Proxy Summary

This summary highlights information contained elsewhere in the proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Stockholders

Time and Date	11:00 a.m., Wednesday, May 22, 2013
Place	Corporate Headquarters Conference Center 358 Hall Avenue Wallingford, CT 06492
Record Date	March 25, 2013
Voting	Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and for each of the other proposals to be voted on.

Meeting Agenda and Voting Matters

	Board Vote Recommendation	Page References (for more detail)
Election of Six Directors	FOR EACH DIRECTOR NOMINEE	6-18
Other Management Proposals		
Ratification of Deloitte & Touche LLP as independent accountants for 2013	FOR	22-24
Advisory vote on compensation of named executive officers	FOR	25-53
Stockholder Proposal		
Special shareowner meeting right	AGAINST	55-57

Transact other business that properly comes before the meeting.

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Board Nominees

Name	Director Tenure	Principal Occupation	Experience/ Qualifications	Independent	Committee Memberships AC	CC	EC	NCGC	PC	Other Public Company Boards
Stanley L. Clark	Since 2005	CEO of Goodrich, LLC	- Leadership - Finance - Global - Industry	Y	X	X			C	
David P. Falck	Since 2013	Executive Vice President and General Counsel Pinnacle West Capital Corporation	- Leadership - Compliance - Risk Management	Y				X		
Edward G. Jepsen	1989-1997; Since 2005	CEO of Coburn Technologies, Inc.	- Leadership - Finance - Global - Industry	Y	C,F			X	X	ITC Holdings Corp.
Andrew E. Lietz (Presiding Director)	Since 2001	Former CEO of Hadco Corporation	- Leadership - Global - Industry	Y		X	X	C		Safeguard Scientifics, Inc.
Martin H. Loeffler (Chairman)	Since 1987	Former CEO of Amphenol Corporation	- Leadership - Global - Industry	N						
John R. Lord	Since 2004	Former CEO and Chairman of Carrier Corporation	- Leadership - Global - Operations	Y		C	X	X		

AC
Audit Committee

C
Chair

CC
Compensation Committee

EC
Executive Committee

F
Financial Expert

NCGC
Nominating/Corporate Governance Committee

PC
Pension Committee

Attendance In 2012, each of the Company's director nominees attended 100% of the Board and the Committee meetings on which he sits.

Director Elections Governance Each director nominee is elected by a majority of votes cast.

The Company's most current Governance Principles, the Code of Business Conduct and Ethics and the Charters of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee of the Board can be accessed via the Company's website at *www.amphenol.com* by clicking on "Investors", then "Governance", then the desired Principles, Code or Charter. Printed copies will also be provided to any stockholder of the Company free of charge upon written request to the Secretary of the Company, 358 Hall Avenue, P.O. Box 5030, Wallingford, Connecticut 06492-7530.

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Executive Compensation

At the 2012 annual meeting of stockholders, the Company's stockholders cast a non-binding advisory vote regarding the compensation of the Company's named executive officers as disclosed in the proxy statement for that meeting. The Company's stockholders overwhelmingly approved the proposal with more than 97% of the shares voted being cast in favor of the proposal. These programs and policies remain intact, as described in detail beginning on page 25. The Company's core management compensation programs include base salary, an annual performance-based incentive plan payment opportunity, annual stock option awards (with 20% vesting each year over a five year period, except that vesting may be accelerated in cases of death, disability, retirement or a change in control), insurance benefits and retirement benefits.

Compensation packages for the named executive officers emphasize at-risk, performance-based elements. Fixed compensation elements, such as base salary, retirement benefits and other compensation are designed to be market competitive for purposes of retention, and to a lesser extent, recruitment. However, it is intended that a larger part of the named executive officers' compensation be geared to reward performance that generates long-term stockholder value.

For the Company's Chief Executive Officer, fixed compensation elements such as salary, change in pension value and "all other compensation" comprised approximately 17% of his total 2012 compensation. His at-risk compensation linked to increasing stockholder value comprised approximately 83% of his total 2012 compensation. These at-risk elements include stock options granted at market price which only increase in value if the Company's share price increases after the grant date (the value ascribed to the options for purposes of calculating percentages in this paragraph is the grant date fair value calculated in accordance with ASC Topic 718, as further described in footnote (1) to the Summary Compensation Table on page 37). The other at-risk compensation is incentive plan compensation which historically has required year-over-year operating income growth before any amount is paid in addition to other considerations designed to motivate the Chief Executive Officer to generate long-term stockholder value, and rewards the Chief Executive Officer when Company revenues and operating income grow. For the Company's other named executive officers as a group, fixed compensation elements comprised approximately 34% of total 2012 compensation while at-risk compensation comprised approximately 66% of total 2012 compensation. As with the Chief Executive Officer, the fixed compensation elements for the other named executive officers include salary, change in pension value and "all other compensation", while the at-risk items include stock options and incentive plan compensation linked to goals that encourage growth in revenues and operating income.

The Board believes this compensation system is a valuable tool contributing to the Company's continuing success.

2012 Performance Highlights

In 2012, Company revenue, adjusted operating income and adjusted diluted EPS increased by 9%, 10% and 14%, respectively, over 2012 levels while the Company was able to achieve adjusted operating margins of 19.3% (adjustments to GAAP financial measures are explained in more detail on page 31.

Other Company Proposals

1. *Ratification of selection of Deloitte & Touche as independent accountants.* As a matter of good governance, the Board is asking stockholders to ratify the selection of Deloitte & Touche LLP as the Company's independent accountants for 2013.

2. *Advisory vote to approve compensation of named executive officers.* The Board is asking stockholders to approve on an advisory basis the compensation of the Company's named executive officers. The Board recommends a FOR vote because it believes the compensation policies and practices of the

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Company, as described in the Compensation Discussion and Analysis beginning on page 25, are effective in helping to achieve the Company's goals of rewarding sustained financial and operating performance and leadership excellence, aligning the named executive officers' long-term interest with those of the stockholders and motivating these executives to remain with the Company for long and productive careers.

Other Proposals

For a description of a stockholder proposal and the Board's recommendation, please see discussion beginning on page 55 of the proxy statement.

2014 Annual Meeting

Deadline for stockholder proposals to be included in the proxy statement for the 2014 annual meeting of stockholders.	December 30, 2013

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PROXY STATEMENT

This Proxy Statement (first mailed to stockholders on or about April 29, 2013) is furnished to the holders of the Class A Common Stock, par value $.001 per share ("Common Stock"), of Amphenol Corporation (the "Company" or "Amphenol") in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders to be held in the Conference Center at the Company's Corporate Headquarters at 358 Hall Avenue, Wallingford, Connecticut 06492-7530 (telephone (203) 265-8900) at 11:00 a.m. on Wednesday, May 22, 2013 (the "Annual Meeting").

RECORD DATE

The Board of Directors of the Company (the "Board") has fixed the close of business on March 25, 2013 as the Record Date for the 2013 Annual Meeting (the "Record Date"). Only stockholders of record at the Record Date are entitled to notice of and to vote at the Annual Meeting and any postponements or adjournments thereof, in person or by proxy. At the Record Date, there were 159,588,483 shares of Common Stock outstanding.

PROXIES

The proxy accompanying this Proxy Statement is solicited on behalf of the Board for use at the Annual Meeting and any postponements or adjournments thereof. Each holder of Common Stock is entitled to one vote for each share of Common Stock held at the Record Date. The holders in person or by proxy of a majority of the shares of Common Stock entitled to be voted at the Annual Meeting shall constitute a quorum.

Any proxy delivered pursuant to this solicitation is revocable at the option of the person(s) executing the same upon receipt by the Company, prior to the time the proxy is voted, of a duly executed instrument revoking it, or of a duly executed proxy bearing a later date, or in the case of death or incapacity of the person(s) executing the same, of written notice thereof, or by such person(s) voting in person at the Annual Meeting. Unless revoked, all proxies representing shares of Common Stock entitled to vote which are delivered pursuant to this solicitation will be voted at the Annual Meeting and, where a choice has been specified on the proxy card, will be voted in accordance with such specification. **Where a choice has not been specified on the proxy card, the proxy will be voted in accordance with the recommendations of the Board. If other matters are properly presented for consideration at the Annual Meeting, the proxy holders appointed by the Board (who are named in your proxy card if you are a registered stockholder) will have the discretion to vote on those matters for you in accordance with their best judgment.**

The Company has adopted a majority vote standard in director elections. To be elected a director nominee must receive more "For" votes than "Against" votes. Abstentions and "broker non-votes" will have no effect on the election of directors. Stockholders may vote "For" or "Against" each of the other proposals, or may abstain from voting. The affirmative vote of the majority of shares present in person or by proxy and entitled to vote at the Annual Meeting is required for approval of all other items. A stockholder who signs and submits a proxy is "present", so an abstention will have the same effect as a vote "Against" all items other than the election of directors. "Broker non-votes", if any, will have no effect other than being treated as votes cast for purposes of establishing a quorum. Votes on each of the other proposals are advisory and therefore not binding on the Company. However, the Board will consider the outcome of these votes in its future deliberations.

The inspectors of election appointed for the Annual Meeting with the assistance of the Company's transfer agent, Computershare Trust Company, N.A., will tabulate the votes.

The Company pays the cost of preparing, printing, assembling and mailing this proxy soliciting material. The Company has engaged the firm of Georgeson Inc. to assist in the distribution of this Notice of 2013 Annual Meeting and Proxy Statement and will pay Georgeson its out of pocket expenses for such

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services. The Company will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders. Georgeson Inc. has also been retained to assist in soliciting proxies for a fee not expected to exceed $13,000, plus distribution costs and other costs and expenses. Proxies may also be solicited from some stockholders personally, by mail, e-mail, telephone or other means of communication by the Company's directors, officers and regular employees who are not specifically employed for proxy solicitation purposes and who will not receive any additional compensation.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

Listed in the following table are those stockholders known to Amphenol to be the beneficial owners of more than five percent of the Company's Common Stock as of December 31, 2012.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
FMR LLC 82 Devonshire Street Boston, MA 02109	15,203,532(1)	9.51%
The Bank of New York Mellon Corporation One Wall Street, 31st Floor New York, NY 10286	9,742,449(2)	6.10%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	9,636,414(3)	6.03%
Capital World Investors 333 South Hope Street, 55th Floor Los Angeles, CA 90071	8,700,000(4)	5.44%
Janus Capital Management LLC 151 Detroit Street Denver, CO 80206	8,543,586(5)	5.35%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	8,181,535(6)	5.12%

(1) The Schedule 13G filed by such beneficial owner on February 14, 2013 for the year ended December 31, 2012 indicates that it has (i) sole voting power over 996,137 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 15,203,532 shares and (iv) shared dispositive power over 0 shares.

(2) The Schedule 13G filed by such beneficial owner on February 4, 2013 for the year ended December 31, 2012 indicates that it has (i) sole voting power over 7,671,028 shares, (ii) shared voting power over 2,149 shares, (iii) sole dispositive power over 9,385,307 shares and (iv) shared dispositive power over 6,512 shares.

(3) The Schedule 13G filed by such beneficial owner on February 11, 2013 for the year ended December 31, 2012 indicates that it has (i) sole voting power over 279,483 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 9,366,131 shares and (iv) shared dispositive power over 270,283 shares.

(4) The Schedule 13G filed by such beneficial owner on February 13 2013 for the year ended December 31, 2012 indicates that it has (i) sole voting power over 8,700,000 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 8,700,000 shares and (iv) shared dispositive power over 0 shares.

(5) The Schedule 13G filed by such beneficial owner on February 14, 2013 for the year ended December 31, 2012 indicates that it has (i) sole voting power over 8,328,586 shares, (ii) shared voting power over 215,000 shares, (iii) sole dispositive power over 8,328,586 shares and (iv) shared dispositive power over 215,000 shares.

(6) The Schedule 13G filed by such beneficial owner on January 30, 2013 for the year ended December 31, 2012 indicates that it has (i) sole voting power over 8,181,535 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 8,181,535 shares and (iv) shared dispositive power over 0 shares.

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SECURITY OWNERSHIP OF MANAGEMENT

Set forth below is certain information with respect to beneficial ownership of the Company's Common Stock as of March 25, 2013 by each director, the named executive officers (listed in the Summary Compensation Table on page 37) and by all executive officers and directors of the Company as a group. Except as otherwise noted, the individuals listed in the table below have the sole power to vote or transfer the shares reflected in the table.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Gary A. Anderson	315,600(1)	*
Ronald P. Badie	77,013(2)(3)	*
Stanley L. Clark	9,013(2)(3)	*
David P. Falck	616(2)	*
Edward G. Jepsen	109,013(2)	*
Andrew E. Lietz	56,324(2)	*
Martin H. Loeffler	532,946(2)(4)	*
John R. Lord	23,013(2)	*
R. Adam Norwitt	1,026,896(1)	*
Zachary W. Raley	240,600(1)	*
Diana G. Reardon	363,600(1)	*
Dean H. Secord	56,521(2)	*
Luc Walter	245,964(1)	*
All executive officers and directors of the Company as a group (21 persons)	3,693,611	2.31%

* Less than one percent.

(1) The share ownership amounts in this table include 896 shares and 4,364 shares owned by Messrs. Norwitt and Walter, respectively, as well as 1,026,000, 363,600, 315,600, 240,600 and 241,600 shares, respectively, which are not owned by Mr. Norwitt, Ms. Reardon, Messrs. Anderson, Raley and Walter but which would be issuable upon the exercise of stock options pursuant to the 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries and the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries which are exercisable or would be exercisable within 60 days of March 25, 2013. The share ownership amounts in this table also include 145,000 and 60,000 shares for Mr. Norwitt and Ms. Reardon, respectively, which are issuable upon the exercise of stock options held by family trusts for which he or she has shared voting and investment power. Such shares are not owned by the trusts, but the options relating to the shares are held by the trusts and are exercisable or would be exercisable within 60 days of March 25, 2013.

(2) The share ownership amounts in this table include 4,000, 100,000, 47,311, 163,933, 14,000 and 7,508 shares which are owned directly by Messrs. Badie, Jepsen, Lietz, Loeffler, Lord and Secord, respectively. The 100,000 shares of Common Stock owned by Mr. Jepsen reflected in this table have been pledged as security. Pursuant to the pledge arrangement, Mr. Jepsen has the power to vote or direct the voting of the shares and he has the power to dispose or direct the disposition of the shares. The share ownership amount for Mr. Secord includes 1,000 shares of Common Stock owned directly

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by his spouse. The table also includes 70,666, 6,666, 6,666, 6,666, 6,666 and 46,666 shares which are not owned by Messrs. Badie, Clark, Jepsen, Lietz, Lord and Secord, respectively, but which would be issuable upon the exercise of stock options pursuant to the Amended 2004 Stock Option Plan for Directors of Amphenol Corporation (the "Directors' Stock Option Plan") which are exercisable or would be exercisable within 60 days of March 25, 2013. Additionally, this table includes 2,347 shares of restricted stock owned by each of Messrs. Badie, Clark, Jepsen, Lietz, Loeffler, Lord and Secord and 616 shares of restricted stock owned by Mr. Falck, which vest within 60 days of March 25, 2013.

(3)

The share ownership amounts for Messrs. Badie and Clark reflected in this table do not include any shares of the Company's Common Stock which may be issued pursuant to the Amphenol Corporation Directors' Deferred Compensation Plan (the "Directors' Deferred Compensation Plan") described under the caption "Non-employee Director Compensation for the 2011 Fiscal Year" beginning on page 16. Mr. Badie was appointed to the Board on July 21, 2004 and the cumulative balance in his Directors' Deferred Compensation account as of April 1, 2013, including credit for dividends, is 9,446 unit shares. Mr. Clark was appointed to the Board on January 27, 2005 and the cumulative balance in his Directors' Deferred Compensation account as of April 1, 2013, including credit for dividends, is 8,305 unit shares. Commencing with the fourth quarter 2009, Messrs. Badie and Clark elected to receive their quarterly director's fees in cash in lieu of shares. As long as the election to receive quarterly director's fees in cash in lieu of shares continues, the cumulative balance in each of Messrs. Badie and Clark's Director's Deferred Compensation account will only increase by the number of shares credited for dividends.

(4)

The table also includes 366,666 shares which are not owned by Mr. Loeffler, but which would be issuable upon the exercise of stock options which are exercisable or would be exercisable within 60 days of March 25, 2013. Of these 366,666 shares, 360,000 would be issuable upon the exercise of stock options granted pursuant to the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries and 6,666 shares would be issuable upon the exercise of stock options granted pursuant to the Director's Stock Option Plan.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires that the Company's executive officers and directors, and any persons who own more than 10% of the Common Stock, file reports of initial ownership of the Company's Common Stock and subsequent changes in that ownership with the Securities and Exchange Commission ("SEC") and furnish the Company with copies of all forms they file pursuant to Section 16(a). As a practical matter, the Company seeks to assist its directors and officers by monitoring transactions and completing and filing reports on their behalf.

Based solely upon a review of the filings with the SEC and written representations from directors and executive officers that no other reports were required, the Company believes that during fiscal year 2012 all executive officers and directors of the Company filed all required reports on a timely basis, except that on August 22, 2012 a Form 4 was filed with the SEC reporting an exercise of stock options granted pursuant to the Director's Stock Option Plan which was inadvertently not previously reported by Mr. Clark. The report was filed the day after the filing deadline.

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PROPOSAL 1. ELECTION OF DIRECTORS

The Amended and Restated Certificate of Incorporation and the By-Laws of the Company, taken together, provide for a Board consisting of not less than three or more than 15 directors. Currently, the number of directors of the Company is nine. Historically, directors have been elected for terms of three years, with approximately one-third of the directors subject to election each year. At the 2012 Annual Meeting of Stockholders the stockholders approved a Company proposal to eliminate the classification of the Board over a two-year period commencing with the directors elected at that meeting. Accordingly, action will be taken at the Annual Meeting for the election of six directors: Stanley L. Clark, David P. Falck, Edward G. Jepsen, Andrew E. Lietz, Martin H. Loeffler, and John R. Lord for a term of one year that will expire at the 2014 Annual Meeting. Three directors are continuing in office with terms expiring in 2014: Ronald P. Badie, R. Adam Norwitt and Dean H. Secord.

It is intended that the proxies delivered pursuant to this solicitation will be voted in favor of the election of Messrs. Clark, Falck, Jepsen, Lietz, Loeffler and Lord except in cases of proxies bearing contrary instructions. In the event that any of these nominees should become unavailable for election for any presently unforeseen reason, the persons named in the proxy will have the right to use his/her discretion to vote for a substitute.

Certain information regarding all directors, including individual experience, qualifications, attributes and skills that led the Board to conclude that the director should serve on the Board is set forth below. The Company's goal is to assemble a Board that works together and with management to deliver long term stockholder value. The Company believes that the nominees and directors set forth below, each of whom is currently a director of the Company, possess the skills and experience necessary to guide the Company in the best interests of its stockholders. The Company's current Board consists of individuals with proven records of success in their chosen professions and with the Company. They all have high integrity and keen intellect. They are collegial yet independent in their thinking, and have demonstrated the willingness to make the time commitment necessary to be informed about the interconnect industry and the Company, including its customers, suppliers, competitors, stockholders and management. Members of the Board also have extensive experience in the management of public companies, risk assessment, accounting and finance and global business practices and operations.

The following information details offices held and other business directorships during the past five years, as well as the classes and terms of all continuing directors and the proposed nominee directors. Beneficial ownership of equity securities of the continuing directors and the proposed nominee directors is shown under the caption "Security Ownership of Management" on page 4.

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PROPOSED NOMINEE DIRECTORS FOR ELECTION IN 2013

Stanley L. Clark	Mr. Clark, age 69, has been a Director since January 2005. Mr. Clark has been Chief Executive Officer and Trustee of Goodrich, LLC since 2001, a role which provides him excellent insight into a broad range of markets and investment perspectives as well as financial analysis, which are of particular value in his roles as Chairman of the Pension Committee and a member of the Audit Committee. He gained significant experience in general management of a complex manufacturing organization as chief executive officer of Simplex Time Recorder Company from 1998 to 2001 and director from 1996 to 2001, chief operating officer from 1996 to 1998 and group vice president from 1994 to 1996. Prior to working at Simplex Time Recorder Company, he held various positions with Raytheon Company over a period of 17 years, including service as the corporate group vice president for the commercial electronics group and as a director of New Japan Radio Company, a joint venture between Raytheon Company and Japan Radio. Mr. Clark also served four years in the United States Navy. He brings to the Board international experience as well as an understanding of the defense industry, an important market for the Company. Mr. Clark is Chairman of the Pension Committee and is a member of the Audit Committee and the Nominating/Corporate Governance Committee of the Company. He has not served on the board of directors of any other public company during the last five years.
David P. Falck	Mr. Falck, age 60, has been a Director since January 2013. Mr. Falck has more than 30 years of experience as a legal advisor to public and private companies. Mr. Falck has been Executive Vice President and General Counsel of Pinnacle West Capital Corporation and its primary subsidiary, Arizona Public Service Company where he oversees all facets of the company's legal affairs as well as the company's state and federal public affairs groups since 2009. From 2007 to 2009, he was senior vice president, law for New Jersey-based Public Service Enterprise Group Inc. and served as a member of its executive group. From 1987 to 2007, Mr. Falck was a partner in the New York office of Pillsbury Winthrop Shaw Pittman LLP where his practice concentrated in mergers and acquisitions, financing and strategic advice for a range of clients in the manufacturing, energy and telecommunications industries in the U.S. and abroad, including Amphenol Corporation. Mr. Falck is a member of the Nominating/Corporate Governance Committee of the Company.

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Edward G. Jepsen	Mr. Jepsen, age 69, has been a Director since January 2005. Mr. Jepsen also served as a Director of the Company from 1989 through 1997. Mr. Jepsen has been Chief Executive Officer of Coburn Technologies, Inc., a manufacturer of lens processing systems and equipment for the ophthalmic industry, since December 2010. Mr. Jepsen was employed as a non-executive Advisor to the Company from January 2005 through his retirement in December 2006. He was executive vice president and chief financial officer of the Company from 1989 through 2004. During his time as chief financial officer of the Company, Mr. Jepsen gained a deep familiarity with the operations, markets, technologies and other business matters of the Company, and in particular a comprehensive understanding of the Company related to accounting, auditing and controls. In addition, Mr. Jepsen brings to the Board significant experience in public accounting and auditing acquired as a partner at PricewaterhouseCoopers LLP prior to joining the Company. Mr. Jepsen is Chairman of the Audit Committee and is a member of the Nominating/Corporate Governance Committee and Pension Committee of the Company. Mr. Jepsen also currently serves as a director and member of the audit and finance committee and nominating/corporate governance committee of ITC Holdings Corp. In the past five years, but not currently, Mr. Jepsen served as a director and chairman of the audit and finance committee and member of the compensation committee of Gerber Scientific, Inc. and as a director of TRC Company, Inc.
Andrew E. Lietz	Mr. Lietz, age 74, has been a Director since January 2001. Mr. Lietz was managing director of Rye Capital Management, LLC where he managed a portfolio of investments, gaining insight into a wide variety of industries from 2000 until his retirement in 2009. He was president and chief executive officer of Hadco Corporation from 1995 until 2000. During his tenure at Hadco, Mr. Lietz managed a global technology manufacturing business, providing him with a deep understanding of products, technology, markets and international dynamics. He is Chairman of the Nominating/Corporate Governance Committee and a member of both the Executive Committee and the Compensation Committee of the Company. In addition, he serves as Presiding Director of the Company. Mr. Lietz currently acts as Chairman of the Board of Safeguard Scientifics, Inc., where he also serves on the Compensation Committee and the Capital Management Committee. In the past five years, but not currently, Mr. Lietz served as a director of Omtool, Ltd. He also served on the Board of Trustees of the University System of New Hampshire from 2001 to 2008.

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Martin H. Loeffler	Mr. Loeffler, age 68, has been a Director since December 1987 and Chairman of the Board since May 1997. He had been an employee of the Company for 37 years when he retired on December 31, 2010. He was executive chairman of the Company from 2009 to 2010, chief executive officer of the Company from 1996 to 2008 and president of the Company from 1987 to 2007. Prior to assuming the position of president, he oversaw the Company's international operations, and prior to that served in general management and operations roles in several European countries. He has a technology background with a PhD in physics and experience as a researcher in the field of semiconductors. His leadership, market knowledge, technology background, international and other business experience are of tremendous value to the Company in his role on the Board. Mr. Loeffler has not served on the board of directors of any other public company during the last five years.
John R. Lord	Mr. Lord, age 69, has been a Director since March 2004. Mr. Lord served as the non-executive chairman of Carrier Corporation from 2000 through 2006. Mr. Lord was president and chief executive officer of Carrier Corporation, a division of United Technologies Corporation, from 1995 until his retirement in 2000. Mr. Lord served in a variety of other executive and general management roles at United Technologies between 1975 and 1995. During his more than 25 year career at United Technologies, Mr. Lord gained significant manufacturing, general management, and global management experience, including spending three years based in Asia, one of the Company's most important regions. He was also very involved in personnel development at United Technologies, providing him with insight into management development and compensation issues which is of great value to the Company. He is Chairman of the Compensation Committee and is a member of the Executive Committee and of the Nominating/Corporate Governance Committee of the Company. In the past five years, but not currently, Mr. Lord served as a director and member of the audit and finance committee and chairman of the compensation committee of Gerber Scientific, Inc.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE PROPOSED NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS.

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DIRECTORS CONTINUING IN OFFICE WITH TERMS EXPIRING IN 2014

Ronald P. Badie	Mr. Badie, age 70, has been a Director since July 2004. Mr. Badie retired from Deutsche Bank Alex. Brown (now Deutsche Bank Securities) in 2002, at which time he was vice chairman. He also held several executive positions with its predecessor, Bankers Trust Company. From 2004 to the present, he has acted as a senior advisor to Hadley Partners, a firm providing M&A advisory, private placement and financial advisory services. Mr. Badie's extensive experience in the investment banking industry is extremely valuable to the Company, in particular with respect to his insight into merger & acquisition and capital markets related matters. He is Chairman of the Executive Committee and is a member of the Audit Committee and the Pension Committee of the Company. Mr. Badie currently serves as Director and Chairman of the Compensation Committee and member of the Audit Committee of Nautilus, Inc. In the past five years, but not currently, Mr. Badie served as lead independent director and as member of the audit committee of Merisel, Inc. and as a director, chairman of the nominating/corporate governance committee and a member of the compensation and audit committees of Obagi Medical Products, Inc.
R. Adam Norwitt	Mr. Norwitt, age 43, has been a Director since January 2009, and an employee of the Company for approximately 14 years. He has been President since 2007 and Chief Executive Officer since 2009. Mr. Norwitt was chief operating officer of the Company from 2007 through 2008. He was senior vice president and group general manager, worldwide RF and microwave products division of the Company during 2006 and vice president and group general manager, worldwide RF and microwave products division of the Company from 2004 until 2006. Prior thereto, Mr. Norwitt served as group general manager, general manager and business development manager with various operating groups in the Company, including approximately five years resident in Asia. Mr. Norwitt has a juris doctor degree and trained as a corporate lawyer prior to joining the Company. He also has an MBA degree. He has studied in the United States, Taiwan, China and France. His vision, leadership, market knowledge, merger & acquisition experience, international exposure and other business experience are of significant value to the Company. Mr. Norwitt has not served on the board of directors of any other public company during the last five years.
Dean H. Secord	Mr. Secord, age 77, has been a Director since March 2002. Since 2001, Mr. Secord has served as an independent business consultant, primarily to the insurance industry, where he has gained in-depth exposure to a broad range of global business, risk management and internal control issues. Mr. Secord brings to the Board tremendous depth of knowledge of public accounting, in addition to exposure to a diverse array of companies and accounting issues, developed as an international audit partner of PricewaterhouseCoopers LLP prior to his retirement in 2001. At that firm, he held several leadership and managerial positions and was responsible for the audits of a number of complex global companies. Mr. Secord served as chairman of the audit committee of the Company from 2003 to 2010. He continues as a member of the Audit Committee. Mr. Secord has not served on the board of directors of any other public company during the last five years.

THE BOARD OF DIRECTORS AND THE COMMITTEES OF THE BOARD

Governance Principles

Amphenol Corporation's Corporate Governance Principles meet or exceed the Listing Standards of the New York Stock Exchange (the "NYSE Listing Standards"), including guidelines for determining director independence and reporting concerns to non-employee directors and the Audit Committee of the Board. The Company's most current Governance Principles, the Code of Business Conduct and Ethics and the Charters of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee of the Board are reviewed at least annually and revised as warranted. Amphenol Corporation's Code of Business Conduct and Ethics applies to all employees, directors and officers of the Company and its subsidiaries. The principles, code and charters can be accessed via the Company's website at *www.amphenol.com* by clicking on "Investors", then "Governance" then the desired principles, code or charter. Printed copies of the Company's most current Governance Principles, the Code of Business Conduct and Ethics and the charters of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee of the Board will also be provided to any stockholder of the Company free of charge upon written request to the Secretary of the Company, 358 Hall Avenue, P.O. Box 5030, Wallingford, Connecticut 06492-7530.

Director Independence

The Board has adopted the definition of "independent director" set forth in the NYSE Listing Standards to assist it in making determinations of independence. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making an independence determination. The Board has confirmed that all of the directors are independent of the Company and its management with the exception of Messrs. Loeffler and Norwitt each of whom is considered an inside director because of his current or recent employment with the Company. Mr. Loeffler retired from the Company in December 2010. In consideration of the Company's Governance Principles, as well as the NYSE Listing Standards, the Board will not consider his independence as a director prior to January 2014, the third anniversary of his retirement.

Leadership Structure

Mr. Loeffler is Chairman of the Board and Mr. Lietz is the Board's Presiding Director. As Presiding Director, Mr. Lietz has the authority to call, schedule and chair executive sessions of the independent directors. After each executive session the Presiding Director communicates with the Chairman of the Board and/or the Chief Executive Officer, to provide feedback and to effectuate the decisions and recommendations of the independent directors.

The Board of Directors has determined that at the present time, its current leadership structure, including an independent Presiding Director, a Chairman of the Board who was an employee of the Company for 37 years and a Chief Executive Officer who is an inside director, is appropriate and allows the Board to fulfill its duties effectively and efficiently based on the Company's current needs. The independent Presiding Director provides a means for the Board to operate independently of management, as necessary or desirable. This structure also allows the Board to draw upon the skills and 37 years of Company employment experience of a Chairman, who can ensure that the independent directors' attention is devoted to the issues of greatest importance to the Company and its stockholders, while permitting the Chief Executive Officer to deliberate as part of the Board about the strategic direction, ongoing business operations and finances of the Company. Historically, the Company's Board of Directors was comprised of an independent Presiding Director and a Chief Executive Officer who also served as Chairman of the Board.

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Board of Directors Summary Information

The Board currently consists of nine directors. The following table sets forth basic information about the Board.

			Committee Memberships					
Name	**Director Tenure**	**Independent**	**Audit Committee**	**Compensation Committee**	**Executive Committee**	**Nominating/ Corporate Governance Committee**	**Pension Committee**	**Current Service on Other Public Company Boards**
Martin H. Loeffler (Chairman)	Since 1987							
Andrew E. Lietz (Presiding Director)	Since 2001	X		X	X	Chair		Safeguard Scientifics, Inc.
Ronald P. Badie	Since 2004	X	X		Chair		X	Nautilus, Inc.
Stanley L. Clark	Since 2005	X	X	X			Chair	
David P. Falck	Since 2013	X				X		
Edward G. Jepsen	1987-1997 Since 2005	X	Chair *			X	X	ITC Holdings Corp.
John R. Lord	Since 2004	X		Chair	X	X		
R. Adam Norwitt	Since 2009							
Dean H. Secord	Since 2002	X	X *					

* Financial Expert

Committees

The Board has five standing committees: the Audit Committee, the Compensation Committee, the Executive Committee, the Pension Committee and the Nominating/Corporate Governance Committee. The Board has determined that all the members of all of its committees are independent and satisfy the relevant SEC and the New York Stock Exchange independence requirements for the members of such committees.

Audit Committee. The Audit Committee's principal oversight duties include the following: (1) review reports on the evaluation of the Company's internal controls for financial reporting and the Company's annual audited and quarterly unaudited financial statements and related disclosures therein under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; (2) review the Company's earnings releases; (3) select and engage independent auditors and approve of all audit engagement fees and terms and shall also pre-approve all permissible tax and other non-audit services; (4) review the qualifications, performance and independence of the Company's independent auditors; (5) review and approve the scope of the annual audit of the Company's financial statements; (6) review the Company's internal system of audit of financial controls; (7) review the results of internal audits and the procedures for maintaining internal controls; (8) review the quality and integrity of the Company's financial reporting process and the selection of the Company's accounting principles; (9) review critical accounting principles and practices and applicable legal and regulatory matters and their effect on the financial statements of the Company; (10) review significant audit issues identified by the Company's internal audit function or the Company's independent auditors and the Company's responses thereto; (11) review accounting adjustments noted or proposed by the Company's independent auditors, reports on

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the Company's internal controls, and material written communications with the independent auditors; (12) review and discuss the Company's guidelines and policies for risk assessment and management; (13) establish hiring policies for employees of the Company's independent auditors; (14) establish, monitor and maintain procedures for the receipt, retention and treatment of employee concerns regarding questionable accounting or auditing matters; and (15) sustain a constructive dialogue with the independent auditors about significant matters relevant to the audit of the financial statements of the Company and of internal control over financial reporting. See also "Report of the Audit Committee" on page 22. The members of the Audit Committee are Ronald P. Badie, Stanley L. Clark, Edward G. Jepsen (Chairman) and Dean H. Secord each of whom is an independent director as defined under the NYSE Listing Standards. The Board of Directors has determined that each of the four current members of the Committee are independent, financially literate and that Messrs. Jepsen and Secord have been determined to be audit committee financial experts as defined by the applicable rules of the SEC and the NYSE Listing Standards.

Compensation Committee. The Compensation Committee establishes the principles related to the compensation programs of the Company. It approves compensation guidelines, reviews the role and performance of executive officers and key management employees of the Company and its subsidiaries, approves the base compensation, incentive plan target and award and the allocation of stock option awards, if any, for the Chief Executive Officer and reviews and approves the recommendations of the Chief Executive Officer for base compensation and adjustments in base compensation, incentive plan targets and allocations and stock option awards, if any, for the other executive officers and key management employees of the Company and its subsidiaries. See also the "Compensation Discussion and Analysis" on page 25 and the "Compensation Committee Report" on page 36. The Compensation Committee has the authority to retain and solicit the advice of compensation advisors. The members of the Compensation Committee are Stanley L. Clark, Andrew E. Lietz and John R. Lord (Chairman). Mr. Jepsen was a member of the Compensation Committee from January 2012 through May 2012 when he was succeeded by Mr. Clark as a member of the Committee.

Executive Committee. The Executive Committee is empowered to exercise the powers and authority of the full Board in the management of the business and affairs of the Company, subject at all times to the supervision and control of the full Board. The Board has granted the Executive Committee the broadest authority permitted by the General Corporation Law of the State of Delaware. The Executive Committee meets as necessary and all actions of the Committee are presented for ratification and approval of the full Board, as necessary and appropriate, at the next regular scheduled quarterly meeting of the Board. The members of the Executive Committee are Ronald P. Badie (Chairman), Andrew E. Lietz and John R. Lord.

Pension Committee. The Pension Committee administers the Company's U.S. pension plan and consults with the Chief Financial Officer and the Treasurer of the Company at least annually and with the actuarial consultants and other advisors and the trustee and investment managers of the assets of the Company's U.S. pension plans as it deems necessary and appropriate. The Pension Committee reviews the liabilities, assets and investments of the Company's pension plan either as a Committee or as part of a full Board meeting at least semi-annually. The members of the Pension Committee are Ronald P. Badie, Stanley L. Clark (Chairman) and Edward G. Jepsen.

Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee's principal duties include the following: (1) assisting the Board in identifying appropriate individuals qualified to serve as directors of the Company and evaluating the qualifications of such individuals; (2) selecting, or recommending that the Board select, the candidates for all directorships to be filled by the Board or by the stockholders; (3) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company; and (4) overseeing and discussing, as necessary and appropriate, a plan for the continuity and development of senior management of the Company. The

Nominating/Corporate Governance Committee also oversees the annual evaluation of and the compensation of the Board. The members of the Nominating/Corporate Governance Committee are David P. Falck, Edward G. Jepsen, Andrew E. Lietz (Chairman) and John R. Lord. Mr. Clark was a member of the Nominating/Corporate Governance Committee from January 2012 through May 2012 when he was succeeded by Mr. Jepsen.

The Nominating/Corporate Governance Committee will consider candidates for Board membership suggested by its members and other Board members, as well as by management and stockholders. A stockholder may recommend any person for consideration as a nominee for director by writing to the Nominating/Corporate Governance Committee of the Board of Directors, c/o Secretary, Amphenol Corporation, 358 Hall Avenue, P.O. Box 5030, Wallingford, CT 06492-7530. Recommendations must be received by December 31, 2013 to be considered for the 2014 Annual Meeting of Stockholders, and must comply with the requirements in the Company's by-laws. Recommendations must include the name and address of the stockholder making the recommendation, a representation that the stockholder is a holder of record of Common Stock, biographical information about the individual recommended and any other information the stockholder believes would be helpful to the Nominating/Corporate Governance Committee in evaluating the individual being recommended by the stockholder.

Once the Nominating/Corporate Governance Committee has identified a candidate, the Committee will evaluate the candidate based upon the following factors:

- ability and willingness to devote sufficient time to effectively carry out the duties and responsibilities of a director of the Company;
- character, judgment, personal and professional ethics, integrity and values;
- business, financial and/or other applicable experience;
- familiarity with national and international issues affecting the Company's business; and
- depth of experience, skills and knowledge complementary to the Board and the Company's business.

The Board believes that an important component of the Board is diversity including not only educational and business background, skills, experience, and expertise, but also gender, race and culture. Search firms retained by the Nominating/Corporate Governance Committee to assist in identifying qualified candidates will be specifically advised to seek diverse candidates from traditional and non-traditional environments, including women and minorities. The full Board meets at least annually with the Nominating/Corporate Governance Committee to review and discuss the Nominating/Corporate Governance Committee's self-evaluation including its performance as measured against the Charter of the Nominating/Corporate Governance Committee and the continuing effectiveness of its Charter as well as the corporate governance guidelines that it is responsible for developing and recommending to the Board.

The Nominating/Corporate Governance Committee will also consider such other relevant factors as it deems appropriate. The Committee will make a recommendation to the full Board as to any persons it believes should be nominated by the Board, and the Board will determine the nominees after considering the recommendation and report of the Committee. The process for considering candidates recommended by a stockholder for Board membership will be no different than the process for candidates recommended by members of the Nominating/Corporate Governance Committee, other members of the Board or management.

Meetings of the Board and Committees

During 2012 there were four formal meetings of the Board and twelve actions taken by unanimous written consent of the Board, six formal meetings and one action by unanimous written consent of the Audit Committee, two formal meetings and seven actions by unanimous written consent of the

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Compensation Committee and two formal meetings and three actions by unanimous written consent of the Pension Committee. The Executive Committee met informally from time to time in person and via telephone conference calls to discuss several potential transactions and acted on ten matters, including a number of general administrative matters, by unanimous written consent. The Nominating/Corporate Governance Committee had two formal meetings. Its individual members also met informally in person and via telephone conference calls from time to time to discuss, among other things, additions to and potential vacancies on the Board and/or Committees of the Board, nominee directors for election, declassification of the Board, changes to Board compensation, various officer appointments and succession planning. Actions taken by unanimous written consent by the Board or by a Committee of the Board are typically preceded by telephone calls during which the subject matter of the proposed consent are reviewed and discussed. All directors participated in all meetings of the Board and the Committees on which they served in 2012. Directors also attended meetings as invited guests of Committees on which they did not serve. This included quarterly meetings of the Audit Committee during which quarterly results were discussed and quarterly press releases reporting operating results were reviewed and approved.

Non-management directors of the Company meet in executive session as necessary and following the conclusion of each Board Meeting and each Committee Meeting. Such private meetings are presided over by the Presiding Director or by the Chairman of the Committee or by the director who requests the opportunity to meet in executive session.

Risk Oversight

The Board is actively involved in overseeing risk management for the Company. This oversight is conducted primarily through the Committees of the Board. The Board receives reports from the Chairman of each committee regarding the Committee's risk management considerations and actions as necessary.

The Audit Committee reviews the Company's portfolio of risk with management and the Company's independent accountants, discusses with management significant financial risks, the Company's policies with respect to risk assessment and risk management and the actions management has taken to limit, monitor and control financial and other risk exposures. The Audit Committee also reviews the Company's internal system of audit and financial controls and the process for maintaining financial reporting controls with management and the Company's independent accountants.

The Compensation Committee oversees risk management as it relates to compensation plans, policies and practices in connection with structuring the Company's executive compensation programs and incentive compensation programs for other employees. The Compensation Committee has again reviewed with management whether the compensation programs, including the performance-based incentive plans and/or the stock option plans described in the section *Elements of Compensation Program* beginning on page 27, are reasonably likely to create incentives for employees that may cause such employees to take excessive or inappropriate risks which could have a material adverse effect on the Company. The Compensation Committee and management concluded the programs are not reasonably likely to create incentives for employees that may cause such employees to take excessive or inappropriate risks which could have a material adverse effect on the Company.

The Nominating and Corporate Governance Committee has adopted a corporate governance process for the oversight of risk management. The Nominating and Corporate Governance Committee works with the full Board and management to identify and evaluate risks, and also to develop risk avoidance, mitigation and response strategies.

The Pension Committee oversees risk management as it relates to the Company's U.S. pension plan described on page 43. The Pension Committee reviews with management the forecasted liabilities of the U.S. pension plan, the actuarial assumptions used in determining those liabilities, the investments funding those anticipated obligations, the periodic performance of those investments and, as necessary, reviews and recommends revision to the general investment policies governing the investment of the assets of such pension plan.

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Non-employee Director Compensation for the 2012 Fiscal Year

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)(4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(5)	All Other Compensation ($)(6)	Total ($)
Ronald P. Badie	64,750	125,001	n/a	n/a	n/a	n/a	189,751(1)
Stanley L. Clark	64,750	125,001	n/a	n/a	n/a	n/a	189,751(1)
David P. Falck	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Edward G. Jepsen	68,750	125,001	n/a	n/a	26,100	149,745(7)	369,596
Andrew E. Lietz	64,750	125,001	n/a	n/a	n/a	n/a	189,751(1)
Martin H. Loeffler	150,000	125,001	n/a	n/a	196,600	301,488(8)	773,089
John R. Lord	64,750	125,001	n/a	n/a	n/a	n/a	189,751(1)
Dean H. Secord	58,750	125,001	n/a	n/a	n/a	n/a	183,751(1)

(1) The Director's Deferred Compensation Plan allows each non-employee director to elect to defer payment of their fees to a future date with the ultimate payment in cash or Common Stock subject to the prior election of each director. Currently, each non-employee director has elected to receive fees in cash as earned.

(2) The 2012 Restricted Stock Plan for Directors of Amphenol Corporation was approved by the stockholders at the 2012 Annual Meeting. Pursuant to the 2012 Restricted Stock Plan for Directors of Amphenol Corporation, restricted shares are issued on the first business day following the day of each annual stockholder meeting, beginning in 2012. The number of restricted shares issued is the number of shares that are equal to the fair market value of $125,000, rounded up to the nearest whole share, based on the price of the common stock at the close of business on the date of the grant. The grant date fair value of the 2,347 shares of restricted stock granted to each of Messrs. Badie, Clark, Jepsen, Lietz, Loeffler, Lord and Secord on May 24, 2012 was $125,001 computed in accordance with FASB ASC Topic 718. Mr. Falck received an interim grant of 611 restricted shares on January 24, 2013, an amount determined by pro-rating the annual amount of a stock award, being the number of shares that are equal to the fair market value of $125,000 based on the price of the common stock at the close of business on the date of grant, from his date of appointment until the date of the 2013 Annual Meeting. The grant date fair value of the 611 shares of restricted stock granted to Mr. Falck on January 24, 2013 was $41,395 computed in accordance with FASB ASC Topic 718. Each award will become vested in full on the earlier of: the first anniversary of the date of the grant or the day immediately prior to the date of the next regular annual shareholder meeting.

(3) With the approval of the 2012 Restricted Stock Plan for Directors of Amphenol Corporation, it is anticipated that no more options will be awarded to the non-employee directors pursuant to the Director's Stock Option Plan approved by the Company's stockholders in 2004 and amended in 2007.

(4) The Company does not have a non-equity incentive plan compensation program applicable to its non-employee directors.

(5)

The Company does not have a pension plan program applicable to its non-employee directors. Messrs. Loeffler and Jepsen participated in the Company's Pension Plan (described beginning on page 43) during their prior employment with the Company. Upon retirement, their pension benefits were fixed, and they are no longer accruing any additional benefits under the Pension Plan. Notwithstanding that their benefits are fixed, there was a change in pension value because of changes in actuarial assumptions in 2012 as compared to 2011 which resulted in an increase in the amount, and payouts made which resulted in a decrease in the amount.

(6)

The Company does not have any other compensation programs for its non-employee directors nor did it provide any other benefits which could be deemed to be compensation for service in a director role. The two directors who were formerly employed by the Company, Messrs. Loeffler and Jepsen, received certain employment related retirement benefits from the Company as described in this table and accompanying footnotes.

(7)

Mr. Jepsen retired as of December 31, 2006 and is no longer a Company employee. He continues to serve the Company on the Board. Prior to his retirement as an employee, he participated in the Company's Pension Plan and SERP (defined and described in more detail beginning on page 43). His monthly retirement benefit earned as an employee pursuant to the Plan, and fixed at retirement, is $4,708 and from the SERP is $7,770.

(8)

Mr. Loeffler retired as of December 31, 2010 and is no longer a Company employee. He continues to serve the Company as Chairman of the Board. Prior to his retirement as an employee, he participated in the Company's Pension Plan and SERP (defined and described in more detail beginning on page 43). His monthly retirement benefit earned as an employee pursuant to the Plan, and fixed at retirement, is $6,761 and from the SERP is $18,363.

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The Company has nine directors on its Board. Seven are non-employee, independent directors, Messrs. Badie, Clark, Falck, Jepsen, Lietz, Lord and Secord. Mr. Loeffler is a non-employee director who is not independent. In consideration of the Company's Governance Principles, as well as the NYSE Listing Standards, the Board will not consider his independence as a director prior to January 2014, the third anniversary of his retirement. During 2012, only one of the directors, Mr. Norwitt, was a named executive officer. Mr. Norwitt's compensation from the Company is described in more detail in the "Summary Compensation Table" on page 37 and in the section "Compensation of Named Executive Officers" on page 31. As of January 1, 2011, Mr. Loeffler was no longer an employee of the Company. Since then, he has not received compensation for his services to the Company as an employee, only as a non-employee director.

Currently, non-employee director compensation consists solely of an annual retainer fee, committee chairman fees and an annual grant of restricted stock.

In 2012, in connection with its ongoing review of Board compensation, the Nominating and Corporate Governance Committee proposed changes to the directors' compensation program that were presented to the stockholders at the last annual meeting. In summary, contingent upon approval by the stockholders of the 2012 Directors Restricted Stock Plan for Directors of Amphenol Corporation (the "Directors Restricted Stock Plan"), (i) the annual retainer fee would be increased from $55,000 per year to $70,000 per year, commencing in the third quarter of 2012, (ii) the directors would be given annual grants of stock with a value of approximately $125,000, described in more detail below and (iii) it was contemplated that no further grants of stock options would be made to the directors pursuant to the Director's Stock Option Plan which had been approved by the Company's stockholders in 2004, and amended in 2007. The Director's Restricted Stock Plan was approved by the stockholders at the 2012 Annual Meeting of stockholders.

The retainer fee to non-employee directors, except the Chairman of the Board, is currently $70,000 per year. This fee was last adjusted in 2009. The retainer fee for the Chairman of the Board is $150,000 per year. In addition, the Audit Committee Chairman receives an additional $10,000 per year and the chairpersons of the other committees of the Board receive an additional $6,000 per year. These committee fees were last adjusted in 2007. Non-employee directors can elect to receive their director fees in cash as earned or defer payment of their fees to a future date with the ultimate payment in cash or Common Stock. All non-employee directors currently receive their director fees in cash as earned quarterly.

At the 2012 Annual Meeting, the stockholders ratified and approved the Directors Restricted Stock Plan. The Directors Restricted Stock Plan provides annual grants of restricted stock to the non-employee directors on the first business day after each annual meeting of stockholders. On the grant date, each non-employee director will be given shares of Common Stock subject to the restrictions and conditions in the Directors Restricted Stock Plan. The number of shares granted will be determined by dividing $125,000 by the closing price for the Common Stock on the grant date and rounding up to the next whole share amount.

The Nominating/Corporate Governance Committee of the Board will continue to monitor and make recommendations to the Company and to the Board regarding the annual retainer fee, committee fees and equity compensation elements of the directors' compensation program to ensure that total director compensation is fair and reasonable and competitive for the purpose of attracting and retaining qualified directors. The Board recognizes that the equity compensation element of the directors compensation program and the ability to defer payment of fees with the ultimate payment in Common Stock enables share ownership by directors further aligning their financial interests consistent with their oversight role for the Company.

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Communications with the Board of Directors

Stockholders and other interested parties may communicate directly with the Presiding Director, the Chairman of the Nominating/Corporate Governance Committee, the non-employee directors or the Audit Committee in writing c/o Secretary, Amphenol Corporation, 358 Hall Avenue, P.O. Box 5030, Wallingford, CT 06492-7530. All communications will be promptly forwarded to the appropriate directors for their review, except that the Board has instructed the Secretary not to forward solicitations, bulk mail or communications that address improper or irrelevant topics or requests for general information.

Board Member Attendance at Annual Meeting of Stockholders

In each of the last ten years, more than 85% of outstanding shares of Common Stock have been voted by proxy and no more than five non-employee stockholders (representing only a nominal number of shares) have personally attended any of the Company's Annual Meetings of Stockholders. Accordingly, the Company does not require members of the Board to attend the Annual Meeting of Stockholders. The only Board member who attended the 2012 Annual Meeting of Stockholders was Mr. Norwitt, as President and Chief Executive Officer.

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EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS

Name and Age	Principal Occupation and Other Information
Gary A. Anderson Age 62	Senior Vice President and Group General Manager, Aerospace and Industrial Operations division of the Company since 2004. He was general manager of aerospace operations of the Company from 1995 through 2004. He does not serve on the board of directors of any public company. Mr. Anderson has been an employee of the Company for approximately 39 years.
Frank H. Carroccia Age 67	Vice President and Group General Manager, Global Interconnect Systems Group of the Company since January 2013. Mr. Carroccia was group general manager, global cable systems division from 2009 to 2012 and general manager of the integration systems business from 2007 through 2009. Prior thereto, Mr. Carroccia was employed for approximately 18 years by the connection systems division of Teradyne, Inc., which was acquired by Amphenol in 2005, most recently serving as vice president of operations. He does not serve on the board of directors of any public company. Mr. Carroccia has been an employee of the Company or businesses acquired by the Company for approximately 25 years.
Craig A. Lampo Age 43	Vice President and Controller of the Company since 2004. He was treasurer from 2004 through 2006. Mr. Lampo was a senior audit manager with Deloitte & Touche LLP from 2002 through 2004. He was an employee of Arthur Andersen LLP from 1993 through 2002. He does not serve on the board of directors of any public company. Mr. Lampo has been an employee of the Company for approximately nine years.
Thomas Meotti Age 53	Vice President, Tax of the Company since 2013. Mr. Meotti was director of tax from 2004 to 2012 and assistant director of tax from 1999 through 2004. He worked at Loctite Corporation from 1991 through 1999 and at PricewaterhouseCoopers from 1987 through 1991. He does not serve on the board of directors of any public company. Mr. Meotti has been an employee of the Company for approximately 14 years.

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Name and Age	Principal Occupation and Other Information
Jerome F. Monteith Age 63	Vice President, Human Resources of the Company since 2004. He was director of human resources of the Company from 1997 through 2003. He does not serve on the board of directors of any public company. Mr. Monteith has been an employee of the Company for approximately 36 years.
Zachary W. Raley Age 44	Senior Vice President since 2010 and Group General Manager, Worldwide RF and Microwave Products division and Cable Products division of the Company since 2007. Mr. Raley was vice president of the Company from 2007 through 2009 and has been President of Amphenol's Times Fiber division since 2005 and Chief Executive Officer of Times Fiber since 2007. He was vice president, sales of Times Fiber from 2000 through 2005. He does not serve on the board of directors of any public company. Mr. Raley has been an employee of the Company for approximately 17 years.
Diana G. Reardon Age 53	Executive Vice President since 2010 and Chief Financial Officer of the Company since 2004. Ms. Reardon was senior vice president from 2004 through 2009. She was controller of the Company from 1994 through 2004 and treasurer of the Company from 1992 through 2004. She does not serve on the board of directors of any public company. Ms. Reardon has been an employee of the Company for approximately 25 years.
Richard E. Schneider Age 55	Senior Vice President and Group General Manager, IT and Communications Products division of the Company since 2007. Mr. Schneider was vice president from 2007 through 2009 and divisional president of Amphenol TCS from 2005 through 2007. Prior thereto, Mr. Schneider was employed for approximately 18 years by the connection systems division of Teradyne, Inc., which was acquired by Amphenol in 2005, most recently as president. He does not serve on the board of directors of any public company. Mr. Schneider has been an employee of the Company or businesses acquired by the Company for approximately 25 years.

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Name and Age	Principal Occupation and Other Information
John Treanor Age 55	Vice President and Group General Manager, Automotive Products division of the Company since January 2013. Mr. Treanor was group general manager automotive products division from 2008 to 2012. He was an executive vice president with a Yazaki Corporation European business unit from 2002 through 2008. He does not serve on the board of directors of any public company. Mr. Treanor has been an employee of the Company for approximately four years.
Luc Walter Age 54	Senior Vice President and Group General Manager, International Military and Aerospace Operations division of the Company since 2004. He was director, European military & aerospace operations from 2000 through 2003 and the Company's director, advanced programs from 1996 through 2000. He does not serve on the board of directors of any public company. Mr. Walter has been an employee of the Company for approximately 29 years.
Edward C. Wetmore Age 56	Vice President of the Company since 2004 and Secretary and General Counsel of the Company since 1987. He does not serve on the board of directors of any public company. Mr. Wetmore has been an employee of the Company for approximately 26 years.
Di Yang Age 45	Vice President and Group General Manager, Mobile Consumer Products division of the Company since January 2013. Mr. Yang was group general manager, mobile consumer products division since 2012, and operations manager and then general manager of Shanghai Amphenol Airwave from 2004 through 2012. He was an operations manager at Andrew Corp. from 1998 through 2004. He does not serve on the board of directors of any public company. Mr. Yang has been an employee of the Company for approximately nine years.

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REPORT OF THE AUDIT COMMITTEE

The Audit Committee has undertaken a review of its Charter, practices and procedures in order to assure continuing compliance with the provisions of the Sarbanes-Oxley Act of 2002 and related regulatory requirements promulgated by the Securities and Exchange Commission and the NYSE. Following that review, the Audit Committee confirmed its Charter and its policies and practices with certain limited modifications. The Audit Committee Charter is attached as Annex A to this Proxy Statement and it is also available on the Company's website at www.amphenol.com by clicking on "Investors", then "Governance" and then "Audit Committee Charter". In addition, a printed copy of the most current Audit Committee Charter will also be provided to any stockholder of the Company free of charge upon written request to the Secretary of the Company, 358 Hall Avenue, P.O. Box 5030, Wallingford, Connecticut 06492-7530.

The Audit Committee reports as follows:

1. The Audit Committee has reviewed and discussed the Company's audited financial statements for the year ended December 31, 2012 with Company management, which has primary responsibility for establishing and maintaining adequate internal financial controls, preparing the Company's quarterly and annual financial statements and for the Company's public reporting process, and with Deloitte & Touche LLP, the Company's independent accountants for 2012, which is responsible for expressing an opinion on the conformity of the Company's audited financial statements with generally accepted accounting principles and its own assessment of the Company's internal control over financial reporting.

2. The Audit Committee has discussed with Deloitte & Touche LLP those matters required to be discussed by professional auditing standards including, without limitation, those matters required to be discussed by Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380) as adopted by the Public Company Accounting Oversight Board in rule 3200T.

3. The Audit Committee has received the letter and written disclosures from Deloitte & Touche LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with Deloitte & Touche LLP that firm's independence. The Audit Committee has also determined that Deloitte & Touche LLP's provision of audit and non-audit services to the Company is compatible with that firm's independence.

4. Based on the review and discussions referred to above, the Audit Committee has recommended to the Board and the Company that the audited consolidated financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2012. The Audit Committee has also selected Deloitte & Touche LLP as independent accountants of the Company for fiscal year 2013.

Audit Committee
Edward G. Jepsen, Chairman
Ronald P. Badie
Stanley L. Clark
Dean H. Secord

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AUDIT AND NON-AUDIT FEES

Fees billed to the Company by Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, "Deloitte"), for services rendered in 2012 and 2011 were as follows:

Type of Fees	**2012**	**2011**
	($ in thousands)	
Audit Fees	$	