

WALTER LUC
Form 4
August 07, 2017

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 *
WALTER LUC

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)
C/O AMPHENOL CORPORATION, 358 HALL AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2017

____ Director
 Officer (give title below) SR VP & GGM MIL & AERO OPS
____ 10% Owner
____ Other (specify below)

(Street)
WALLINGFORD, CT 06492

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	08/04/2017		M	30,400	A	\$ 26.63	130,400 D
Class A Common Stock	08/04/2017		S	30,400	D	\$ 77.696	100,000 D
						(1) (2)	
Class A Common Stock	08/04/2017		M	26,000	A	\$ 39	126,000 D
Class A Common Stock	08/04/2017		S	26,000	D	\$	100,000 D

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Common Stock						77.696		
						<u>(1)</u> <u>(2)</u>		
Class A Common Stock	08/04/2017		M	84,000	A	\$ 47.72	184,000	D
Class A Common Stock	08/04/2017		S	54,000	D	\$ 77.696	130,000	D
						<u>(1)</u> <u>(2)</u>		

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	\$ 26.63	08/04/2017		M	30,400	05/24/2013	05/24/2022	Class A Common Stock	30,400
Stock Option	\$ 39	08/04/2017		M	26,000	05/23/2014	05/23/2023	Class A Common Stock	26,000
Stock Option	\$ 47.715	08/04/2017		M	84,000	05/22/2015	05/22/2024	Class A Common Stock	84,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALTER LUC C/O AMPHENOL CORPORATION 358 HALL AVENUE	SR VP & GGM MIL & AERO OPS

WALLINGFORD, CT 06492

Signatures

Lance E.
D'Amico, POA

08/07/2017

__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 at prices ranging from \$77.79 to \$77.52.

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.

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