

NORWITT RICHARD ADAM
 Form 4
 November 01, 2017

FORM 4

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

OMB APPROVAL

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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 *
 NORWITT RICHARD ADAM

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)
 10/30/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(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 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	10/30/2017		M		122,500	A	\$ 21.495 216,492
Class A Common Stock	10/30/2017		S		122,500	D	\$ 85.8854 93,992 <u>(1) (2)</u>
Class A Common Stock	10/31/2017		M		97,500	A	\$ 21.495 191,492
Class A Common Stock	10/31/2017		S		97,500	D	\$ 93,992

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Common Stock				86,3649						
				<u>(2)</u> <u>(3)</u>						Norwitt Family Trust 9-20-2012, Richard Adam Norwitt and Glori Joan Norwitt, original Trustees
Class A Common Stock-Trust					124,741				I	
Richard A. Norwitt Grantor Retained Annuity Trust-A					51,465				I	by Grantor Retained Annuity Trust-A
Richard A. Norwitt Grantor Retained Annuity Trust-B					51,465				I	by Grantor Retained Annuity Trust-B

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.

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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 of Number of Shares
Stock Option	\$ 21.495	10/30/2017		M	122,500	05/27/2011 05/27/2020	Class A Common Stock 122,500

