

FORM 5

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

OMB APPROVAL
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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).
[] Form 3 Holdings Reported
[] Form 4 Transactions
Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Clark Stanley L | | AMPHENOL CORP /DE/ [APH] | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) | | 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) | | | |
| C/O AMPHENOL CORPORATION, 358 HALL AVENUE | | 12/31/2019 | | | |
| (Street) | | 4. If Amendment, Date Original Filed(MM/DD/YYYY) | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| WALLINGFORD, CT 06492 | | | | <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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|------------------------------------|----------------|---|------------------------------|---|---------------|-------|---|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | | | | | | | 33745 | D | |
| Restricted Stock | | | | | | | 1788 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 (MM/DD/YYYY) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Phantom Stock (1) | \$0 | 4/1/2019 | | A | 50.86 | | (2) | (2) | Class A Common Stock | 50.86 | \$79.14 | 17551.97 | D | |
| Phantom Stock (1) | \$0 | 7/1/2019 | | A | 39.63 | | (2) | (2) | Class A Common Stock | 39.63 | \$101.87 | 17591.6 | D | |
| Phantom Stock (1) | \$0 | 10/1/2019 | | A | 41.76 | | (2) | (2) | Class A Common Stock | 41.76 | \$96.90 | 17633.36 | D | |
| Phantom Stock (1) | \$0 | 1/1/2020 | | A | 46.43 | | (2) | (2) | Class A Common Stock | 46.43 | \$94.95 | 17679.79 | D | |

Explanation of Responses:

- (1) Phantom Stock Units convert to Class A Common Stock on a one-for-one basis.
(2) Not applicable.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Stanley L C/O AMPHENOL CORPORATION 358 HALL AVENUE WALLINGFORD, CT 06492 | X | | | |

Signatures

Lance E. D'Amico, POA

1/6/2020

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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.