

Mail Stop 6010

July 14, 2006

Diana G. Reardon  
Senior Vice President and Chief Financial Officer  
Amphenol Corporation  
358 Hall Avenue  
Wallingford, Connecticut 06492

**Re: Amphenol Corporation  
Form 10-K for the fiscal year ended December 31, 2005  
Filed March 16, 2006  
Amendment 1 to Form 10-K filed March 22, 2006 and Amendment 2  
to Form 10-K filed March 24, 2006  
File No. 001-10879**

Dear Ms. Reardon:

We have completed our review of your Form 10-K and related filings and do not, at this time, have any further comments.

Sincerely,

Martin F. James  
Senior Assistant Chief Accountant