



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

March 28, 2012

Brian M. Wong
Pillsbury Winthrop Shaw Pittman LLP
brian.wong@pillsburylaw.com

Re: Amphenol Corporation
Incoming letter dated February 3, 2012

Dear Mr. Wong:

This is in response to your letter dated February 3, 2012 concerning the shareholder proposal submitted to Amphenol by John Chevedden. We also have received a letter from the proponent dated February 6, 2012. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Ted Yu
Senior Special Counsel

Enclosure

cc: John Chevedden

*** FISMA & OMB Memorandum M-07-16 ***

March 28, 2012

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Amphenol Corporation
Incoming letter dated February 3, 2012

The proposal requests that the board take the steps necessary so that each shareholder voting requirement in Amphenol's charter and bylaws that calls for a greater than simple majority vote be changed to require a majority of the votes cast for and against the proposal, or a simple majority in compliance with applicable laws.

We are unable to concur in your view that Amphenol may exclude the proposal under rule 14a-8(i)(10). In this regard, we note that the proposal does not request a shareholder vote on the declassification of the board and that removal of the provisions in the company's articles of incorporation and bylaws requiring a supermajority vote will be contingent on shareholder approval of the company's proposal to declassify the board. We are therefore unable to conclude that Amphenol's policies, practices and procedures compare favorably with the guidelines of the proposal such that Amphenol has substantially implemented the proposal. Accordingly, we do not believe that Amphenol may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(10).

Sincerely,

Shaz Niazi
Attorney-Adviser

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

February 6, 2012

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
Amphenol Corporation (APH)
Simple Majority Vote
John Chevedden

Ladies and Gentlemen:

This responds to the February 3, 2012 company request to avoid this established rule 14a-8 proposal. The proposal was submitted on December 20, 2011 – 75 days ago.

The company said at the last minute that it would act in response to the rule 14a-8 proposal. This was shortly before the company contact person was leaving for trip to Europe and Asia. He did not provide the name of another contact person within the company to discuss the action the company said it would take.

Sincerely,


John Chevedden

cc: Edward C. Wetmore <ewetmore@amphenol.com>

[APH: Rule 14a-8 Proposal, December 20, 2011]

3* – Adopt Simple Majority Vote

Shareholders request that our board take the steps necessary so that each shareholder voting requirement in our charter and bylaws that calls for a greater than simple majority vote be changed to require a majority of the votes cast for and against the proposal, or a simple majority in compliance with applicable laws.

Shareowners are willing to pay a premium for shares of corporations that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance. Source: "What Matters in Corporate Governance?" by Lucien Bebchuk, Alma Cohen and Allen Ferrell, Harvard Law School, Discussion Paper No. 491 (September 2004, revised March 2005).

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and James McRitchie.

Currently a 1%-minority can frustrate the will of our 79%-shareholder majority. Supermajority requirements are arguably most often used to block initiatives supported by most shareowners but opposed by management.

The merit of this proposal should also be considered in the context of the opportunity for additional improvement in our company's 2011 reported corporate governance in order to make our company more competitive:

The Corporate Library, an independent investment research firm, said of our eight member board, one director was CEO Adam Norwitt, another director was Chairman (and former CEO) Martin Loeffler, while a third director was a former Executive Vice President. This meant that nearly half of our board was composed of current or former executives.

Furthermore, Lead Director Andrew Lietz was long-tenured and age 72, signaling possible succession planning concerns. These traits call into question our board's ability to act as an effective counterbalance to management.

Ronald Badie, on our audit committee, was involved with the board of Integrated Electrical Services leading up to its bankruptcy. None of our directors were held accountable to shareholders on an annual basis.

The only equity pay given to named executive officers was options – 310,000 options valued at \$4.5 million for our CEO. Equity pay should have performance-vesting conditions in order to assure full alignment with shareholder interests.

Market-priced stock options can provide lucrative financial rewards due to a rising market alone, regardless of an executive's performance. Our executive pay committee had the discretion to adjust final annual incentive pay based on its subjective assessment.

Please encourage our board to respond positively to this proposal to initiate improved governance and increase our competitiveness: **Adopt Simple Majority Vote – Yes on 3.***



Pillsbury Winthrop Shaw Pittman LLP
50 Fremont Street | San Francisco, CA 94105-2228 | tel 415.983.1000 | fax 415.983.1200
MAILING ADDRESS: P. O. Box 7880 | San Francisco, CA 94120-7880

Brian M. Wong
tel 415.983.6372
brian.wong@pillsburylaw.com

February 3, 2012

VIA EMAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Amphenol Corporation
Securities Exchange Act of 1934 — Rule 14a-8
Shareholder Proposal of John Chevedden

Ladies and Gentlemen:

On behalf of Amphenol Corporation, a Delaware corporation (“Amphenol” or the “Company”), we are filing this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (“Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) that Amphenol intends to exclude from its proxy statement and form of proxy for its 2012 annual meeting of shareholders (collectively, the “2012 Proxy Materials”) a shareholder proposal and supporting statement (together, the “Chevedden Proposal”) received from John Chevedden (the “Proponent”), for the reasons described below. As attempts by the Company to secure the Proponent’s voluntary withdrawal of the proposal have failed, Amphenol respectfully requests that the Staff of the Division of Corporation Finance (the “Staff”) confirm that it will not recommend any enforcement action against Amphenol if it omits the Chevedden Proposal from the 2012 Proxy Materials.

Pursuant to Staff Legal Bulletin 14D (Nov. 7, 2008) (“SLB 14D”), we are transmitting this letter by electronic mail to the Staff at *shareholderproposals@sec.gov*. As notice of Amphenol’s intention to exclude the Chevedden Proposal from the 2012 Proxy Materials, a copy of this letter and its attachments is also being sent to the Proponent at the electronic mail address the Proponent has provided. In addition, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the

Commission or the Staff with respect to the Chevedden Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of Amphenol pursuant to Rule 14a-8(k) and SLB 14D. Pursuant to Rule 14a-8(j), this letter is being filed with the Commission no later than eighty (80) calendar days before Amphenol intends to file its definitive 2012 Proxy Materials with the Commission.

THE CHEVEDDEN PROPOSAL

The Chevedden Proposal requests that Amphenol's Board of Directors adopt a simple majority vote standard. Specifically, the Chevedden Proposal states:

Shareholders request that our board take the steps necessary in a more diligent manner than in 2011 so that each shareholder voting requirement in our charter and bylaws that calls for a greater than simple majority vote be changed to require a majority of the votes cast for and against the proposal, or a simple majority in compliance with applicable laws.

A copy of the Chevedden Proposal and supporting statement, as well as related correspondence from the Proponent, is attached to this letter as Exhibit A.

GROUND'S FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Chevedden Proposal may be excluded from the 2012 Proxy Materials in reliance on Rule 14a-8(i)(10) because the Company has already substantially implemented the Chevedden Proposal.

ANALYSIS

The Company respectfully requests the Staff's confirmation that the Chevedden Proposal may properly be excluded from the 2012 Proxy Statement in accordance with Rule 14a-8(i)(10), which provides for the exclusion of a proposal if the company has already substantially implemented the proposal. To be excluded under this rule, the Chevedden Proposal need not be implemented in full or precisely as presented by the Proponent. Instead, the standard is one of substantial implementation. See Rel. No. 40018 (May 21, 1988); Rel. No. 34-20091 (August 16, 1983).

Background

The Company's Board of Directors (the "Board") intends to put two proposals to shareholders in the 2012 Proxy Materials. The first is a proposal to transition to a declassified Board (the "Declassification Proposal") as Board members' terms end. The second proposal (the "Majority Voting Proposal") is to remove those provisions of Amphenol's Articles of Incorporation (the "Articles") and Bylaws (the "Bylaws") requiring a supermajority vote to amend the provisions of the Articles and Bylaws that implement a classified Board. Because the supermajority provisions of the Articles and Bylaws were put in place to support the classification of the Board, implementation of the Majority Voting Proposal will be contingent on shareholder approval of the Declassification Proposal.

The essential objective of the Chevedden Proposal is to create a "majority of the votes cast for or against" standard for all shareholder voting requirements impacting Amphenol that currently call for a greater than simple majority vote. Implementation of such a proposal would apply to one supermajority voting requirement in the Articles and one supermajority voting requirement in the Bylaws, described below. Management's Majority Voting Proposal would also amend the Articles and Bylaws to remove the supermajority voting requirements in the Articles and Bylaws and replace such requirements with a "majority of the votes cast for or against" standard.

The current supermajority provisions in the Articles and Bylaws and Amphenol's proposed amendments to be effected by the Majority Voting Proposal are as follows:

- Board Composition, Election and Removal; Articles — Article VI, paragraph 6 of the Articles requires the affirmative vote of the holders of at least 80 percent of the combined voting power of all the then-outstanding shares of Amphenol entitled to vote in the election of directors, voting together as a single class, to alter, amend or repeal paragraphs 3, 4, 5 or 6 of Article VI of the Articles. These paragraphs set forth the number of directors and the policies and procedures for electing and removing directors. The Majority Voting Proposal would amend Article VI, paragraph 6 of the Articles to remove this supermajority voting requirement, resulting in a "majority of the votes cast for or against" standard in order to alter, amend or repeal paragraphs 3, 4, 5 or 6 of Article VI of the Articles.
- Board Composition, Election and Removal; Bylaws — Article VI of the Bylaws requires that the affirmative vote of the holders of at least 80 percent in voting power of all shares of Amphenol entitled to vote generally in the election of

directors, voting together as a single class, shall be required in order to amend, repeal or adopt provisions inconsistent with Article II, Section 1 of the Bylaws, which sets forth the number of directors and the procedures for their election, or the supermajority voting proviso of Article VI of the Bylaws. The Majority Voting Proposal would amend Article VI to remove this supermajority voting requirement, resulting in a “majority of the votes cast for or against” standard in order to amend, repeal or adopt provisions inconsistent with Article II, Section 1 or Article VI of the Bylaws.

Discussion

The Staff has consistently granted no-action relief based upon the well-established precedent that a company may exclude from its proxy materials a stockholder proposal requesting elimination of supermajority voting provisions under Rule 14a-8(i)(10) as substantially implemented when the company's board of directors has approved the necessary amendments to eliminate all supermajority provisions and represents that it will recommend that the stockholders approve such amendments at the next annual meeting. See Sun Microsystems Inc. (avail. August 28, 2008); H.J. Heinz Company (avail. May 20, 2008); NiSource, Inc. (avail. March 10, 2008); The Dow Chemical Company (avail. February 26, 2007); Chevron Corp. (avail. February 15, 2007) (in each case, granting no-action relief to a company that intended to omit from its proxy materials a stockholder proposal that was substantially similar to the company's proposal, based on the actions by the company's board of directors to approve the necessary amendments and recommend that the stockholders approve such amendments at the company's next annual meeting). The Board has approved the elimination of all supermajority provisions from the Articles and Bylaws and will recommend the stockholders approve the Majority Voting Proposal at the 2012 Annual Meeting. The Company will have substantially implemented the Proposal by submitting the Majority Voting Proposal to the Company's stockholders at the 2012 Annual Meeting.

In addition, the Board will have satisfied the essential objective of the Chevedden Proposal by submitting the Majority Voting Proposal to the stockholders. Although the Board will make the implementation of the Majority Voting Proposal contingent on the approval of the Declassification Proposal, the Staff has granted no-action relief where a company has satisfied the essential objective of a proposal regardless of the fact that the company did not take the precise action detailed in the proposal. See, e.g., Anheuser-Bush Co., Inc. (avail. January 17, 2007); ConAgra Foods, Inc. (July 3, 2006); Johnson & Johnson (February 17, 2006); Masco Corporation (April 19 and March 29, 1999); MacNeal-Schwendler Corporation (April 2, 1999); General Motors Corporation (March 4, 1996); Northern States Power

Company (February 16, 1995); E.I duPont de Nemours and Company (February 14, 1995).

In Sun Microsystems, the Staff concurred in excluding a proposal that is substantially similar to the Chevedden Proposal in a similar situation. There, the shareholder proposal requested that the board of directors take the steps necessary so that each shareholder voting requirement in Sun Microsystems' charter and bylaws that called for a greater than majority vote be changed to a simple majority vote requirement in compliance with applicable law. Sun Microsystems stated that its Board of Directors expected to act on proposed amendments to Sun Microsystems' charter documents to eliminate the supermajority provisions therein. Sun Microsystems argued that it would have substantially implemented the shareholder's proposal by submitting a management proposal to shareholders to approve the elimination of such supermajority provisions. The Staff concurred with Sun Microsystems' position and permitted exclusion of the shareholder proposal in reliance on Rule 14a-8(i)(10).

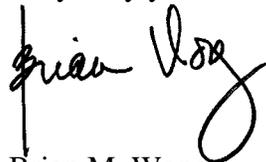
Much the same as the core facts of the Sun Microsystems matter, Amphenol's Articles and Bylaws include supermajority vote provisions and Amphenol received a shareholder proposal requesting that the company amend these provisions to require a majority of votes cast standard. Also like Sun Microsystems, Amphenol's Board intends to present in the 2012 Proxy Materials proposals to remove the supermajority vote provisions in its Articles and Bylaws to replace them with a simple majority vote standard. Consistent with the Staff's reasoning in Sun Microsystems and the other precedents cited above, Amphenol respectfully submits that the Chevedden Proposal is properly excludable from the 2012 Proxy Materials in reliance on Rule 14a-8(i)(10).

The Staff has found that a shareholder proposal may be excluded based on actions by management that are contingent upon shareholder approval of a different management proposal. Sun Microsystems Inc. (avail. August 28, 2008) (concurring with exclusion of proposal requesting amendment to charter and bylaws to provide for a majority shareholder voting requirement although the company's adoption of such amendment was contingent upon approval of a separate proposal); Fluor Corp. (avail. Jan. 25, 2011) (concurring with exclusion of proposal requesting amendment to charter and bylaws to provide for a majority shareholder voting requirement although board of director amendment of bylaws was contingent on shareholder approval of amendments to charter). Amphenol's Majority Voting Proposal is contingent upon shareholder approval of the Declassification Proposal. Accordingly, the contingent status of the Majority Voting Proposal does not affect its substantial implementation of the Chevedden Proposal for the purposes of Rule 14a-8(i)(10).

Based on the foregoing, the Company respectfully requests that the Staff concur that it will not recommend enforcement action to the Commission if the Company excludes the Chevedden Proposal from its 2012 Proxy Materials.

Please direct any questions or comments regarding this request to the undersigned at the address or electronic mail address set forth on the first page hereof, or to Mr. Edward C. Wetmore, Secretary and General Counsel of Amphenol Corporation, at Amphenol Corporation, 358 Hall Avenue, P.O. Box 5030, Wallingford, CT 06492 (telephone: (203) 265-8900, email: EWetmore@amphenol.com).

Very truly yours,

A handwritten signature in black ink, appearing to read "Brian Wong", written over a vertical line.

Brian M. Wong

Enclosures

cc: Edward C. Wetmore, Esq. (Amphenol Corporation)
Mr. John Chevedden (with enclosures)

EXHIBIT A

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

Account + emailed to MHL + ECM on 1/3/12

Mr. Martin H. Loeffler
Chairman of the Board
Amphenol Corporation (APH)
358 Hall Ave
Wallingford CT 06492

RECEIVED
JAN 2 2012
CORPORATE

Dear Mr. Loeffler,

I purchased stock and hold stock in our company because I believed our company has unrealized potential. I believe some of this unrealized potential can be unlocked by making our corporate governance more competitive. And this will be virtually cost-free and not require lay-offs.

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

In the interest of company cost savings and improving the efficiency of the rule 14a-8 process please communicate via email to FISMA & OMB Memorandum M-07-16 ***

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal promptly by email to FISMA & OMB Memorandum M-07-16 ***

Sincerely,


John Chevedden


Date

cc: Edward C. Wetmore
Corporate Secretary
Phone: 203 265-8900
Fax: 203 265-8516

[APH: Rule 14a-8 Proposal, December 20, 2011]

3* – Adopt Simple Majority Vote

Shareholders request that our board take the steps necessary so that each shareholder voting requirement in our charter and bylaws that calls for a greater than simple majority vote be changed to require a majority of the votes cast for and against the proposal, or a simple majority in compliance with applicable laws.

Shareowners are willing to pay a premium for shares of corporations that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance. Source: “What Matters in Corporate Governance?” by Lucien Bebchuk, Alma Cohen and Allen Ferrell, Harvard Law School, Discussion Paper No. 491 (September 2004, revised March 2005).

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Currently a 1%-minority can frustrate the will of our 79%-shareholder majority. Supermajority requirements are arguably most often used to block initiatives supported by most shareowners but opposed by management.

The merit of this proposal should also be considered in the context of the opportunity for additional improvement in our company’s 2011 reported corporate governance in order to make our company more competitive:

The Corporate Library, an independent investment research firm, said of our eight member board, one director was CEO Adam Norwitt, another director was Chairman (and former CEO) Martin Loeffler, while a third director was a former Executive Vice President. This meant that nearly half of our board was composed of current or former executives.

Furthermore, Lead Director Andrew Lietz was long-tenured and age 72, signaling possible succession planning concerns. These traits call into question our board’s ability to act as an effective counterbalance to management.

Ronald Badie, on our audit committee, was involved with the board of Integrated Electrical Services leading up to its bankruptcy. None of our directors were held accountable to shareholders on an annual basis.

The only equity pay given to named executive officers was options – 310,000 options valued at \$4.5 million for our CEO. Equity pay should have performance-vesting conditions in order to assure full alignment with shareholder interests.

Market-priced stock options can provide lucrative financial rewards due to a rising market alone, regardless of an executive’s performance. Our executive pay committee had the discretion to adjust final annual incentive pay based on its subjective assessment.

Please encourage our board to respond positively to this proposal to initiate improved governance and increase our competitiveness: **Adopt Simple Majority Vote – Yes on 3.***

Notes:

John Chevedden,
proposal.

*** FISMA & OMB Memorandum M-07-16 ***

sponsored this

Please note that the title of the proposal is part of the proposal.

* Number to be assigned by the company.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email. FISMA & OMB Memorandum M-07-16 ***

Amphenol Corporation

January 20, 2012

World Headquarters
358 Hall Avenue
P.O. Box 5030
Wallingford, CT 06492
Telephone (203) 265-8900

VIA FEDERAL EXPRESS & OMB Memorandum M-07-16 ***

John Chevedden

*** FISMA & OMB Memorandum M-07-16 ***

Re: Shareholder Proposal regarding Amphenol Corporation – Notice of Deficiency under Rule 14a-8

Dear Mr. Chevedden:

Amphenol Corporation (the “Company” or “Corporation”) has received a copy of your letter dated December 20, 2011 to Martin Loeffler, submitting a proposal under Rule 14a-8 of the proxy rules of the Securities and Exchange Commission (SEC). I did not receive a copy of your letter directly even though your letter to Mr. Loeffler identifies me as having been provided with a copy. In accordance with that rule, I am notifying you of certain deficiencies or potential deficiencies that we have identified in your submission that would preclude the Company from considering it for inclusion in the Company’s Proxy Statement for the 2012 Annual Meeting of Stockholders.

The Company is unable to verify through its records that you have been a stockholder of the Corporation in the amount and for the period of time required by Rule 14a-8(b) and therefore is unable to determine its eligibility to submit your proposal for consideration at the 2012 Annual Meeting of Stockholders. Accordingly, I request that you provide the written information required by Rule 14a-8(b)(2) establishing ownership eligibility. This rule states that, in order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value of the Corporation’s securities for at least one year by the date on which you submit the proposal. You must prove your eligibility by submitting a written statement that you intend to continue holding the shares through the date of the Corporation’s 2012 Annual Meeting of Stockholders and either –

- A written statement from the record holder of the securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year.

- or -

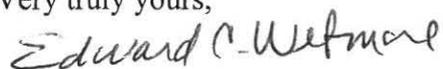
- A copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5 or amendments to those documents or updated forms, reflecting your ownership of shares as of or before the date on which the one-year eligibility period began; your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement.

I have included for your reference a copy of Rule 14a-8 and direct your attention to the answer to Question 2, which gives detail on each of these methods.

In accordance with Rule 14a-8(f)(1), I inform you that your response to this letter must be postmarked or transmitted electronically to us no later than 14 days from the date you receive this letter.

I have not made a determination whether your proposed submission may be excluded under Rule 14a-8(i) and I intend to undertake such examination only upon receipt of a properly submitted proposal. If you have any questions regarding this letter, please direct them to my attention at the address set forth above or by telephone at 203/ 265-8634 or by email at ewetmore@amphenol.com.

Very truly yours,



Edward Wetmore
Vice President, Secretary and General Counsel

Enclosure

Rule 14a-8. Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) Question 1: What is a proposal?

A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?

(1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§ 240.13d-101), Schedule 13G (§ 240.13d-102), Form 3 (§ 249.103 of this chapter), Form 4 (§ 249.104 of this chapter) and/or Form 5 (§ 249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) Question 3: How many proposals may I submit?

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) Question 4: How long can my proposal be?

The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) Question 5: What is the deadline for submitting a proposal?

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§ 249.308a of this chapter), or in shareholder reports of investment companies under § 270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120

calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under § 240.14a-8 and provide you with a copy under Question 10 below, § 240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?

Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal?

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?

(1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including § 240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) Personal grievance; special interest: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) Relevance: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

- (6) Absence of power/authority: If the company would lack the power or authority to implement the proposal;
- (7) Management functions: If the proposal deals with a matter relating to the company's ordinary business operations;
- (8) Director elections: If the proposal:
 - (i) Would disqualify a nominee who is standing for election;
 - (ii) Would remove a director from office before his or her term expired;
 - (iii) Questions the competence, business judgment, or character of one or more nominees or directors;
 - (iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or
 - (v) Otherwise could affect the outcome of the upcoming election of directors.

(9) Conflicts with company's proposal: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) Substantially implemented: If the company has already substantially implemented the proposal;

(11) Duplication: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) Resubmissions: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) Specific amount of dividends: If the proposal relates to specific amounts of cash or stock dividends.

(j) Question 10: What procedures must the company follow if it intends to exclude my proposal?

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) Question 11: May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, § 240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it mails its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under § 240.14a-6.

Ed Wetmore

From: Ed Wetmore
Sent: Wednesday, January 25, 2012 7:36 PM
To: *** FISMA & OMB Memorandum M-07-16 ***
Subject: RE: Rule 14a-8 Proposal (APH)

John

Receipt Acknowledged

Ed Wetmore

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Wednesday, January 25, 2012 10:54 AM
To: Ed Wetmore
Subject: Rule 14a-8 Proposal (APH)

Mr. Wetmore, Thank you for confirming receipt of the rule 14a-8 proposal. Please advise this week whether you believe you need additional information.

Sincerely,
John Chevedden

Ed Wetmore

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Wednesday, January 25, 2012 10:54 AM
To: Ed Wetmore
Subject: Rule 14a-8 Proposal (APH)
Attachments: CCE00003.pdf

Mr. Wetmore, Thank you for confirming receipt of the rule 14a-8 proposal. Please advise this week whether you believe you need additional information.

Sincerely,
John Chevedden



NATIONAL
FINANCIALSM

Post-it® Fax Note	7671	Date	12-22-11	# of pages	▶
To	Edward Wetmore	From	John Chevedden		
Co./Dept.		Co.			
Phone #		Phone #			
Fax #	203-265-8516	Fax #			

December 22, 2011

John R. Chevedden

Via facsimile to: OMB Memorandum M-07-16 ***

To Whom It May Concern:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that according to our records Mr. Chevedden has continuously owned no less than 105 shares of United Continental Holdings Inc. (CUSIP: 910047109, trading symbol: UAL), 100 shares of Caterpillar, Inc. (CUSIP: 149123101, trading symbol: CAT), 100 shares of Northrop Grumman Corporation Holding Company (CUSIP: 666807102, trading symbol: NOC) and 100 shares of Raytheon Company (CUSIP: 755111507, trading symbol: RTN), since November 1, 2010. I can also confirm that Mr. Chevedden has continuously held no less than 70 shares of Amphenol Corp. (CUSIP: 032095101, trading symbol: APH) since December 1, 2010. These shares are registered in the name of National Financial Services, LLC, a DTC participant (DTC number: 0226) and Fidelity affiliate.

I hope you find this information helpful. If you have any questions regarding this issue, please feel free to contact me by calling 800-800-6890 between the hours of 9:00 a.m. and 5:30 p.m. Eastern Time (Monday through Friday). Press 1 when asked if this call is a response to a letter or phone call; press *2 to reach an individual, then enter my 5 digit extension 27937 when prompted.

Sincerely,

George Stasinopoulos
Client Services Specialist

Our File: W826874-22DEC11

Ed Wetmore

From: Ed Wetmore
Sent: Thursday, January 26, 2012 5:22 PM
To: *** FISMA & OMB Memorandum M-07-16 ***
Subject: Amphenol Shareholder Proposal.....Simple Majority Voting....Request to Withdraw
Attachments: SKMBT_C55212012618020.pdf

John

Attached is the letter which I promised to send to you yesterday. Also attached for your convenience is a proposed simple letter that you can sign and return to me confirming your withdrawal of your proposal. I will follow all of this up with hardcopies of the attached letters.

If you have any questions or comments, please feel free to call me today or tomorrow at 203/265-8634. I will be travelling next week but I will be checking my email.

Thank you again for your anticipated cooperation.

Ed Wetmore

Amphenol

Amphenol Corporation

Via Email

*** FISMA & OMB Memorandum M-07-16 ***

January 26, 2012

World Headquarters

358 Hall Avenue

P.O. Box 5030

Wallingford, CT 06492

Telephone (203) 265-8900

John Chevedden

*** FISMA & OMB Memorandum M-07-16 ***

RE: Shareholder Proposal Regarding Amphenol Corporation
- Adopt Simple Majority Vote

Dear Mr. Chevedden:

Thank you for taking the time to talk to me yesterday about the Shareholder Proposal referenced above that you sent to Martin Loeffler, Chairman of the Board of Amphenol Corporation in late December.

As I told you, Amphenol Corporation has committed to include in its 2012 Proxy Statement, and will bring it to a vote at the 2012 Annual Meeting of the Company, a management proposal to eliminate the classification of the Board of Directors that will result in all directors elected at or after the 2012 Annual Meeting of the Company to be elected for one year terms. This management proposal will not affect the unexpired term of any director elected prior to the 2012 Annual Meeting of the Company. If approved by Shareholders, this proposal will result in a completely declassified Board of Directors beginning in 2014.

This letter relates to your Shareholder Proposal as referenced above. Amphenol Corporation commits to you that the Company will include in its 2012 Proxy Statement, and will bring to vote at the 2012 Annual Meeting of Amphenol Corporation, a management proposal (separate from the management proposal described in the immediately preceding paragraph) to change each shareholder voting requirement in the existing Certificate of Incorporation of Amphenol Corporation, as amended, and in the existing Bylaws of Amphenol Corporation, as amended, that requires a greater than majority vote to require a simple majority vote, in compliance with applicable laws.

Please confirm that, based on and in consideration for the commitment set forth in the immediately preceding paragraph, you will withdraw your pending Shareholder Proposal. A draft withdrawal letter is attached for your convenience.

In order to avoid the time, effort and expense of having to prepare and submitting a no-action request to the Securities and Exchange Commission, I respectfully request that you provide your withdrawal letter to me by February 1, 2012.

Thank you for your anticipated cooperation and for your interest in Amphenol Corporation.

AMPHENOL CORPORATION

By: Edward C. Wetmore
Edward C. Wetmore
Vice President, Secretary and General Counsel

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

Edward C. Wetmore
Vice President, Secretary and General Counsel
Amphenol Corporation
358 Hall Avenue
Wallingford, CT 06492

**RE: Shareholder Proposal Regarding Amphenol Corporation
- Adopt Simple Majority Vote**

Dear Mr. Wetmore:

I have received your letter, dated as of January 26, 2012 in relation to the Shareholder Proposal referenced above. This Shareholder Proposal was submitted by me for inclusion in the 2012 Proxy Statement of Amphenol Corporation.

This letter serves to advise you that, in reliance and in consideration for the commitments made in your letter, dated as of January 26, 2012, a copy of which is attached, my Shareholder Proposal as referenced above is hereby withdrawn.

Sincerely,

John Chevedden

Date

Ed Wetmore

From: Ed Wetmore
Sent: Thursday, January 26, 2012 7:01 PM
To: *** FISMA & OMB Memorandum M-07-16 ***
Subject: RE: Rule 14a-8 Proposal (APH)...Request to Withdraw Proposal

John

Let me begin by again stating that it is our commitment to change ANY and ALL provisions of Amphenol's Certificate of Incorporation, as currently amended (I believe that you refer to this as Charter) and ANY and ALL provisions of Amphenol's existing By-Laws.....which currently provide for a greater than majority vote....to require a simple majority vote as you have suggested. The only exception to this commitment would be (and I am not presently aware of any such exception that applies to Amphenol's certificate of Incorporation or by-Laws) would be IF APPLICABLE LAW REQUIRED something greater than a simple majority vote.

I am able to track your reference to Article SIXTH, Section 6 of our Certificate of Incorporation where a voting requirement of 80% is indicated and the cited references to paragraphs 3,4,5 and 6.....and I agree that Article SIXTH, Section 6 of our Certificate of Incorporation would have to be amended to reflect a simple majority voting requirement.

I am also able to track your reference to Article II of the By-Laws but I think that you meant to "say" that Section 1 (Number, Election and Removal of Directors) and NOT Section 1. (Meetings)..... I see Article I Section 5. VOTING- Except as otherwise provided by law, all matters submitted to a meeting of stockholders shall be decided by a vote of the holders of record, present in person or by proxy, of a majority of the Corporation's issued and outstanding capital stock [I assume that language is acceptable to you]. I also see a reference in Article VI AMENDMENTS to an 80% voting requirement to amend or repeal Article II Section 1 (which is Number, Election and Removal of Directors) and I agree that Article VI of our By-Laws would have to be amended to reflect a simple majority voting requirement.

I hope that you find this response complete and satisfactory. I am trying my best NOT to "overlawyer" the issues here.

Thank you again for your interest and cooperation.

Ed Wetmore

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Thursday, January 26, 2012 5:50 PM
To: Ed Wetmore
Subject: Rule 14a-8 Proposal (APH)

Mr. Wetmore, Thank you for your message. Are these provisions to be changed to simple majority: Approval of 80% of shares is required to amend Article 6 (Directors) Sections 3 (Number), 4 (Classes), 5(Removal), and 6 (Amendment) of the charter.

Approval of 80% of shares is required to amend Article II (Directors) Section 1 (Meetings) and Article VI (Amendments) of the bylaws.

Sincerely,
John Chevedden

Ed Wetmore

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Thursday, January 26, 2012 5:50 PM
To: Ed Wetmore
Subject: Rule 14a-8 Proposal (APH)

Mr. Wetmore, Thank you for your message. Are these provisions to be changed to simple majority: Approval of 80% of shares is required to amend Article 6 (Directors) Sections 3 (Number), 4 (Classes), 5(Removal), and 6 (Amendment) of the charter.

Approval of 80% of shares is required to amend Article II (Directors) Section 1 (Meetings) and Article VI (Amendments) of the bylaws.

Sincerely,
John Chevedden

Ed Wetmore

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Friday, January 27, 2012 4:35 PM
To: Ed Wetmore
Subject: Rule 14a-8 Proposal (APH)

Mr. Wetmore, Thank you for the additional information. Can you change the “would have to be amended” to state the management recommended change to a simple majority voting standard will be voted on by shareholders at the 2012 annual meeting. Will simple majority voting be of all ballots cast or all shares outstanding.

Thank you.

John Chevedden

Ed Wetmore

From: Ed Wetmore
Sent: Friday, January 27, 2012 5:04 PM
To: *** FISMA & OMB Memorandum M-07-16 ***
Subject: RE: Rule 14a-8 Proposal (APH)

John

I believe that is what my January 26th LETTER to you does say....."Amphenol Corporation commits to you that the Company will include in its 2012 Proxy Statement, AND WILL BRING TO A VOTE AT THE 2012 ANNUAL MEETING of Amphenol Corporation, A MANAGEMENT PROPOSAL.....to change each voting requirement in the existing Certificate of Incorporation of Amphenol Corporation, as amended, and in the existing Bylaws of Amphenol Corporation, as amended, that requires a greater than majority vote TO REQUIRE A SIMPLE MAJORITY VOTE, in compliance with applicable laws" (emphasis added).

I understood that the purpose of our email exchange last evening was to further specify exactly which provisions of the Company's By-Laws and which Sections of the Company's Certificate of Incorporation WOULD have to be amended if this Management Proposal is voted on favorably by the Company's shareholders.

Simple majority voting will be of all ballots cast and NOT of all shares outstanding.

I hope and trust that this addresses your questions.

Ed Wetmore

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Friday, January 27, 2012 4:35 PM
To: Ed Wetmore
Subject: Rule 14a-8 Proposal (APH)

Mr. Wetmore, Thank you for the additional information. Can you change the "would have to be amended" to state the management recommended change to a simple majority voting standard will be voted on by shareholders at the 2012 annual meeting. Will simple majority voting be of all ballots cast or all shares outstanding.

Thank you.

John Chevedden

Ed Wetmore

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Sunday, January 29, 2012 3:53 PM
To: Ed Wetmore
Subject: Rule 14a-8 Proposal (APH)

Mr. Wetmore, Thank you for the additional information. When would the company make an announcement.

Sincerely,
John Chevedden

From: Wong, Brian M.
Sent: 2 12:53 PM
To: *** FISMA & OMB Memorandum M-07-16 ***
Cc:
Subject: Amphenol Proposal

Mr. Chevedden,

Further to Ed Wetmore's email earlier today, please feel free to contact me directly. Mr. Wetmore is now on a long-distance overseas trip and will not be back in a place where he can respond regularly to email correspondence for a while. He's authorized us to work with you directly and I'd appreciate speaking with you today if you are available to discuss whether you continue to be amenable to providing a withdrawal letter.

My telephone number is (415) 983-6372 in San Francisco.

Yours truly,

Brian Wong

Brian M. Wong | Pillsbury Winthrop Shaw Pittman LLP

Tel.: 415.983.6372 | Fax: 415.983.1200 | Desktop Fax: 866.808.7396
50 Fremont Street | San Francisco, California 94105-2228

From: Ed Wetmore [EWetmore@amphenol.com]

Sent: Monday, January 30, 2012 10:37 AM

*** FISMA & OMB Memorandum M-07-16 ***

To: Wong, Brian M.

Subject: Re: Rule 14a-8 Proposal (APH)....Requested Withdrawal letter

John

The Company is not required to make any announcement and, if you check our record, we do not volunteer many announcements and doing so now would set a poor precedent. You will certainly the management proposal that addresses the commitment that I have provided to you when our 2012 Proxy is filed.

I am boarding a plane shortly heading for Europe on business and continuing on to Asia. I was hoping that you would acknowledge acceptance of my commitment by signing and returning a withdrawal letter in the form that I suggested or whatever form you might deem appropriate before having to proceed with the effort and expense of a no action letter. Do you think that will be possible? I think that I need to see something today or tomorrow at the latest in order to avoid initiating work on a no action letter. I have advised Amphenol's outside counsel, Pillsbury Winthrop, of this matter and, if necessary, they will be preparing and filing a no action letter on behalf of the Company. Again, I hope that will not be necessary.

In my absence, I invite you to contact Brian Wong who is copied on this email regarding the withdrawal letter that I have requested. Brian's phone number 415/983-6372.

Feel free to copy me on any email as I will be checking it whenever and wherever I find WIFI Reception.

Ed Wetmore

Sent from my iPad

On Jan 29, 2012, at 3:52 PM, *** FISMA & OMB Memorandum M-07-16 *** > wrote:

Mr. Wetmore, Thank you for the additional information. When would the company make an announcement.

Sincerely,
John Chevedden

From: Ed Wetmore [EWetmore@amphenol.com]
Sent: Monday, January 30, 2012 12:40 PM
To: Ed Wetmore
Cc: Wong, Brian M.; benjamin.wiles@pillsbueylaw.com; Randall, Sharon Houle; Wiles, Benjamin A.
Subject: Re: Rule 14a-8 Proposal (APH)

From: *** FISMA & OMB Memorandum M-07-16 ***
Date: January 30, 2012 2:01:15 PM EST
To: Ed Wetmore <EWetmore@amphenol.com>
Subject: **Rule 14a-8 Proposal (APH)**

Mr. Wetmore, Is it more cost efficient to submit a no action request than to simply announce the action anticipated. It would not even be necessary to state that a shareholder proposal was submitted on this topic. Please advise an employee contact in case you are not reachable while you are in Europe and Asia.
Sincerely,
John Chevedden