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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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AMENDMENT NO. 3 TO  
SCHEDULE 14D-1

Tender Offer Statement Pursuant to Section 14(d)(1)  
of the Securities Exchange Act of 1934

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AMP Incorporated

(Name of Subject Company)  
PMA Acquisition Corporation  
a wholly owned subsidiary of  
AlliedSignal Inc.  
(Bidder)

Common Stock, Without Par Value  
(including the associated Common Stock Purchase Rights)  
(Title of Class of Securities)

031897101  
(CUSIP Number of Class of Securities)

Peter M. Kreindler, Esq.  
AlliedSignal Inc.  
101 Columbia Road  
Morristown, New Jersey 07692  
(973) 455-5513

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(Name, address and telephone number of person authorized to  
receive notices and communications on behalf of bidders)

Copies to:  
Arthur Fleischer, Esq.  
Fried, Frank, Harris, Shriver & Jacobson  
One New York Plaza  
New York, New York 10004 - 1980  
(212) 859-8120

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The Schedule 14D-1 filed by PMA Acquisition Corporation, a Delaware corporation, a wholly owned subsidiary of AlliedSignal Inc., a Delaware corporation, in connection with its pending tender offer for all outstanding shares of common stock, without par value, of AMP Incorporated, a Pennsylvania corporation, is hereby amended as follows:

Item 10. Additional Information.

- (a)(15) Letter, dated August 11, 1998, from William J. Hudson, Chief Executive Officer and President of AMP Incorporated, to Lawrence A. Bossidy, Chairman and Chief Executive Officer of AlliedSignal Inc.
- (a)(16) Letter, dated August 11, 1998, from Peter M. Kreindler, Senior Vice President, General Counsel and Secretary of AlliedSignal Inc. to David F. Henschel, Corporate Secretary and Associate General Legal Counsel of AMP Incorporated.
- (a)(17) Letter, dated August 11, 1998, from Cede & Co. c/o The Depository Trust Company to David F. Henschel, Corporate Secretary and Associate General Legal Counsel of AMP Incorporated.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 12, 1998

PMA ACQUISITION CORPORATION.

By:/s/ Peter M. Kreindler

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Name: Peter M. Kreindler  
Title: Vice President, Secretary  
and Director

ALLIEDSIGNAL INC.

By:/s/ Peter M. Kreindler

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Name: Peter M. Kreindler  
Title: Senior Vice President,  
General Counsel  
and Secretary

[AMP Incorporated Letterhead]

August 11, 1998

Mr. Lawrence A. Bossidy  
Chairman and Chief Executive Officer  
AlliedSignal, Inc.  
P.O. Box 3000  
Morristown, NJ 07962

Via Facsimile  
[fax number omitted]

Dear Larry:

I received your letter yesterday afternoon and am writing to let you know that I will pass on to the AMP Board of Directors your request for a meeting to discuss AlliedSignal's proposal. The AMP Board will be meeting in the near future to review the offer recently commenced by AlliedSignal. However, until the Board has an opportunity to consider the offer, as well as your request for a meeting, I believe that a meeting between us would be premature. If after considering the offer, the Board believes that a meeting would be appropriate, I will be in touch with you promptly following such a decision.

I would appreciate your understanding on this matter.

Sincerely,

/s/ Bill  
William J. Hudson,  
Chief Executive Officer  
and President

[AlliedSignal Inc. Letterhead]

August 11, 1998

AMP Incorporated  
470 Friendship Road  
Harrisburg, PA 17111

Attention: David F. Henschel, Corporate Secretary  
and Associate General Legal Counsel

Dear Mr. Henschel:

As you know, PMA Acquisition Corporation, a wholly owned subsidiary of AlliedSignal Inc., commenced a tender offer to acquire all of the outstanding shares of the Common Stock of AMP Incorporated at \$44.50 per share. We have also indicated that, if AMP does not respond favorably to our proposal, we intend to commence a solicitation for the following purposes:

(i) to amend Section 2.2 of Article II of the Company By-laws to fix the number of directors of the Company at twenty-eight; (ii) to amend Section 2.4 of Article II of the Company By-laws to permit the Company's shareholders to fill vacancies on the Company's Board of Directors (the "Company Board"); (iii) to amend Section 1.54.3 of Article II of the Company By-laws to clarify that nominations of directors for election by written consent of shareholders are not subject to the advance notification provisions of the Company By-laws; (iv) to elect Hans W. Becherer, Lawrence A. Bossidy, Ann M. Fudge, Paul X. Kelley, Peter M. Kreindler, Robert P. Luciano, Robert B. Palmer, Russell E. Palmer, Frederic M. Poses, Donald J. Redlinger, Ivan G. Seidenberg, Andrew C. Sigler, John R. Stafford, Thomas P. Stafford, Richard F. Wallman, Robert C. Winters and Henry T. Yang (the "Nominees") to serve as directors of the Company; and (v) to repeal each provision of the Company By-laws or amendment(s) thereto adopted subsequent to July 22, 1998 and prior to the effectiveness of the foregoing amendments and the seating of a sufficient number of Nominees to constitute a majority of the Company Board.

AlliedSignal is the beneficial holder of 100 shares of AMP. Enclosed is the request of Cede & Co., the record holder of those shares, requesting the Board of Directors of AMP to fix a record date as provided in Article I, Section 1.7.2 of the By-laws of AMP. It is our request that the record date be set for August 31, 1998 which will provide time for AMP to comply with NYSE rules respecting the record date and at the same time give the market sufficient notice of this event. As required by the By-laws of AMP, we would expect that the record date would be set within 10 calendar days from this date.

If you have any questions, please call the undersigned at [telephone number omitted].

Very truly yours,

By: /s/ Peter M. Kreindler

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Peter M. Kreindler, Esq.  
Senior Vice President, General  
Counsel and Secretary

[Cede & Co. Letterhead]

August 11, 1998

VIA FACSIMILE AND HAND DELIVERY

AMP Incorporated  
470 Friendship Road  
Harrisburg, PA 17111

Attention: David F. Henschel, Corporate Secretary  
and Associate General Legal Counsel

Dear Mr. Henschel:

Cede & Co. ("Cede"), the nominee of The Depository Trust Company ("DTC"), is a holder of record of shares of common stock, without par value, of AMP Incorporated, a Pennsylvania corporation (the "Company"). DTC is informed by its participant, The Chase Manhattan Bank (the "Participant"), that on the date hereof 100 of such shares (the "Shares") credited to Participant's DTC account are beneficially owned by AlliedSignal Inc., a Delaware corporation ("AlliedSignal"), a customer of Participant.

At the request of Participant, on behalf of AlliedSignal and pursuant to Article 1, Section 1.7.2 of the Company's By-laws, Cede, as holder of record of the Shares, hereby requests that the Board of Directors of the Company fix, within ten (10) days of receipt of this notice, Monday, August 31, 1998, as the record date for determining shareholders entitled to consent to corporate action in writing without a meeting.

While Cede is furnishing this request as the shareholder of record of the Shares, it does so only at the request of the Participant, and only as a nominal party for the true party in interest, AlliedSignal. Cede and Participant have no interest in this matter other than to take those steps which are necessary to ensure that AlliedSignal is not denied its rights as the beneficial owner of the Shares, and Cede and Participant assume no further responsibility in this matter.

Further correspondence on this matter should be directed to Peter Kreindler, Esq., Senior Vice President, General Counsel and Secretary, AlliedSignal Inc., 101 Columbia Road, Morristown, NJ 07962, with a copy directed to the attention of Robert DeGregorie, Esq., The Chase Manhattan Bank, 270 Park Avenue, 41st Floor, New York, NY 10017. Please acknowledge receipt of this letter by signing the enclosed copy of this letter in the place indicated below and returning it to the waiting messenger.

Very truly yours,

CEDE & CO.

By: /s/ Gary LaCara  
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Gary LaCara, Partner

Receipt is hereby acknowledged this \_\_\_ day of August, 1998.

AMP INCORPORATED

By:

Title: