
SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

AMENDMENT NO. 5 TO SCHEDULE 13D UNDER THE SECURITIES EXCHANGE ACT OF 1934

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

> > -----

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

Copies to:

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FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
ONE NEW YORK PLAZA
NEW YORK, NEW YORK 10004 - 1980
(212) 859-8120

SCHEDULE 13D

CUSIP No. 031897101

BK, WC, 00

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON		
	ALLIEDSIGNAL INC. (E.I.N.: 22-2640650)		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS		

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

	2(d) or 2(c)	[]
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
7.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS	ON
8.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERT SHARES	AIN
9.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7) 9.1% of outstanding Common Shares	
10.	TYPE OF REPORTING PERSON HC and CO	

TO ITEMS

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON		
	PMA ACQUISITION CORPORATION (E.I.N.: 22-3610482)		
2.		(a) [] (b) [X]	
	SEC USE ONLY		
	SOURCE OF FUNDS BK, WC, 00		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUI	RED PURSUANT	
	2(d) or 2(c)	[]	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
7.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 20,000,100 Common Shares		
8.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES SHARES	CERTAIN	
9.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7) 9.1% of outstanding Common Shares		
10.	TYPE OF REPORTING PERSON		

The Schedule 13D filed by PMA Acquisition Corporation ("PMA"), a Delaware corporation, a wholly owned subsidiary of AlliedSignal Inc. (AlliedSignal), a Delaware corporation, on October 9, 1998 is hereby amended as follows:

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

(a)(12) AlliedSignal and PMA's Opposition to AMP Incorporated's Motion for Leave for Expedited Discovery filed on October 19, 1998 in the United States District Court for the Eastern District of Pennsylvania in AMP Incorporated v. AlliedSignal Inc., PMA Acquisition Corporation (C.A. No. 98-CV-4405).

SIGNATURE

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

Dated: October 21, 1998

PMA ACQUISITION CORPORATION

By: /s/ Peter M. Kreindler

Name: Peter M. Kreindler

Title: Vice President, Secretary

and Director

ALLIEDSIGNAL INC.

By: /s/ Peter M. Kreindler

Name: Peter M. Kreindler

Title: Senior Vice President, General Counsel and

Secretary

UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF PENNSYLVANIA

		X	
AMP INCORPORATED,		:	
		:	
	Plaintiff,	:	
- against -	•	: C.A. No.	98-CV-4405
		:	
ALLIEDSIGNAL INC.,		:	
PMA ACQUISITION CORPORATION,		:	
		:	
	Defendants.	:	
		X	

DEFENDANTS' OPPOSITION TO AMP INCORPORATED'S MOTION FOR LEAVE FOR EXPEDITED DISCOVERY

AMP Incorporated ("AMP") has asked this Court to order expedited depositions of the seventeen nominees in AlliedSignal Inc.'s ("AlliedSignal") consent solicitation. The purported reason for this expedited discovery is to test the nominees' understanding of their fiduciary duties under Pennsylvania law. (AMP Brf. at 2) AMP, however, can point to no case law or statutory authority for such extraordinary relief. Pennsylvania law does not require an acquiror-affiliated nominee to take an examination on his or her understanding of Pennsylvania fiduciary duty law as a condition for election to a target company's board of directors.

In fact, under the Pennsylvania Business Corporation Law ("PBCL"), any "natural person of full age" is qualified to serve as the director of a corporation, subject to any additional qualifications prescribed in a company's bylaws. PBCL ss. 1722(a). AMP's Bylaws impose no additional qualifications, providing only that "[d]irectors shall be at least 18 years of age and need not be United States citizens or residents of Pennsylvania or shareholders of the Corporation." Bylaws ss. 2.1. Although the PBCL expressly contemplates the presence of acquiror-affiliated directors on a target company's board of directors, neither the PBCL nor AMP's Bylaws modifies the requirements for such directors let alone requires that interested directors pass a test proving that they "understand" their fiduciary duties.

Moreover, AMP fails to provide any basis on which to question whether or not, in fact, the nominees understand their fiduciary duties. The nominees are directors and/or senior executives of some of the largest corporations in the United States, and are well-acquainted with the concept of fiduciary duties. In addition, each nominee has signed a statement expressing his or her understanding that, in Pennsylvania, these fiduciary duties are owed solely to AMP as a corporation. (Tab 1) Thus, there is no basis to subject the nominees or AlliedSignal to the imposition and delay that would be caused by the depositions sought by AMP.

AMP's request for expedited discovery flows from its assertion that, if elected, the nominees will be unable to fulfill their fiduciary duties to AMP. This Court, however, has already recognized that any claim based on whether or not the nominees can fulfill their fiduciary duties to AMP is "premature." (10/8/98 Op. at P. 81.) The Court expressly refused to "speculate that interested directors will not respect their fiduciary duty." (Id. at P. 74.) Consequently, AMP's desired inquiry into the nominees' understanding of their fiduciary duties is similarly premature. If the nominees are elected and fulfill their fiduciary duties to AMP -- which they have pledged to do -- such an inquiry will be unnecessary.

The issue currently before the Court is whether AlliedSignal has complied with the requirements of the October 8, 1998 Order. At the October 13, 1998 conference, the Court explained that the Order did not require that the nominees be tested on their understanding of Pennsylvania fiduciary duty law. The Court noted that although AMP had made an "argument that [the nominees] apparently don't understand the [fiduciary] duty," the Court has "not required that [the nominees] do more than pledge themselves to it." (10/13/98 Tr. at 42, Tab 2).

Thus, the only remaining question, which the Court will answer at the hearing scheduled for October 20, 1998, is whether AlliedSignal's disclosures and the nominees' pledges are sufficient to satisfy the October 8 Order. The Court does not need deposition or trial testimony from each of the seventeen nominees to make that determination. In fact, the Court needs only its own Order, AlliedSignal's disclosures and the nominees' pledges.

AlliedSignal's compliance is plain from those materials alone.

Finally, AMP suggests that AlliedSignal and the nominees will suffer no harm if the depositions are allowed to go forward. To the contrary, in addition to the imposition of the deposition process itself on the nominees (who have other companies to run), AMP's "expedited" discovery schedule delays the entire consent solicitation process until at least November 9, 1998. Simple delay itself is "the most potent weapon in a tender-offer fight" and can "seriously impede" or prevent an offer from succeeding. Edgar v. MITE Corp., 457 U.S. 624, 637 n.12 (1982) (plurality opinion) (internal quotation marks and citation omitted). Such delay may cause AMP's shareholders to lose the opportunity to sell their shares to AlliedSignal at a substantial premium to market, and may cause AlliedSignal to lose the unique opportunity to acquire AMP. See, e.g. San Francisco Real Estate Investors v. Real Estate Investment Trust of America, 701 F.2d 1000, 1003 (1st Cir. 1983) (loss of opportunity to obtain control of a corporation is irreparable harm); Kennecott Corp. v. Smith, 637 F.2d 181, 183-84, 188 (3d Cir. 1980) (granting expedited argument and finding irreparable harm because of threat of delay to a tender offer).

AMP should not be permitted to impose this delay on AlliedSignal when it has no good reason to do so. Accordingly, AlliedSignal respectfully requests that AMP's Motion for Leave for Expedited Discovery be denied.

Respectfully Submitted

/s/ Mary A. McLaughlin

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and

/s/ Alexander R. Sussman

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JACOBSON (A Partnership Including Professional Corporation) One New York Plaza

New York, NY 10004

Dated: October 19, 1998