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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:
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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SCHEDULE 13D

CUSIP No. 031897101

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) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, WC, 00

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

TO ITEMS

2(d) or 2(c)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,000,100 Common Shares

8. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

[]

9. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

9.1% of outstanding Common Shares

10. TYPE OF REPORTING PERSON

HC and CO

SCHEDULE 13D

CUSIP No. 031897101

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. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS
BK, WC, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS
2(d) or 2(c) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,000,100 Common Shares

8. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN
SHARES []

9. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
9.1% of outstanding Common Shares

10. TYPE OF REPORTING PERSON
CO

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

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

Mary A. McLaughlin
George G. Gordon
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4000 Bell Atlantic Tower
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Philadelphia, PA 19103-2703

and

/s/ Alexander R. Sussman

Alexander R. Sussman
Barry G. Sher
FRIED FRANK HARRIS, SHRIVER &
JACOBSON (A Partnership Including
Professional Corporation)
One New York Plaza
New York, NY 10004

Dated: October 19, 1998