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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1 TO
SCHEDULE 14D-1

Tender Offer Statement Pursuant to Section 14(d)(1)
of 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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The Schedule 14D-1 filed by PMA Acquisition Corporation, a Delaware corporation, a wholly owned subsidiary of AlliedSignal Inc., a Delaware corporation ("Parent"), in connection with its pending tender offer for all outstanding shares of common stock, without par value (the "Shares"), including the associated Common Stock Purchase Rights (the "Rights"), of AMP Incorporated, a Pennsylvania corporation (the "Company"), is hereby amended as follows:

Item 10. Additional Information.

- (a) (12) Press Release issued by Parent on August 10, 1998.
- (a) (13) Letter, dated August 10, 1998, from Lawrence A. Bossidy, Chairman and Chief Executive Officer of Parent to Mr. William J. Hudson, Chief Executive Officer and President of the Company.

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 10, 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

PRESS RELEASE

Company Contact: Mark Greenberg
(973) 455-5445

ALLIEDSIGNAL COMMENCES TENDER OFFER FOR AMP INCORPORATED

MORRIS TOWNSHIP, New Jersey, August 10, 1998 -- AlliedSignal Inc. (NYSE: ALD) announced today it has commenced a cash tender offer to buy all of the approximately 224 million outstanding shares of AMP Incorporated (NYSE: AMP) at a price of \$44.50 per share, net to the seller, in cash.

On Tuesday, August 4, 1998, AlliedSignal proposed to acquire AMP for \$44.50 per share in cash, a premium of more than 55%, for an aggregate of approximately \$10.0 billion on a fully diluted basis.

The tender offer and withdrawal rights are scheduled to expire at 12:00 midnight New York City time on Friday, September 11, 1998, unless extended.

The offer is not conditioned upon AlliedSignal obtaining financing. The offer is conditioned on other terms specified in the Offer to Purchase. The full terms and conditions of the offer are set forth in tender offer material filed today with the Securities and Exchange Commission and to be mailed promptly to AMP shareowners.

Lazard Freres & Co. LLC and Goldman, Sachs & Co. are acting as dealer managers for the offer and Morrow & Co., Inc., is acting as information agent.

Based in Morris Township, New Jersey, AlliedSignal Inc. is an advanced technology and manufacturing company serving customers worldwide with aerospace and automotive products, chemicals, fibers, plastics and advanced materials. Its 1997 sales were \$14.5 billion. The company, a component of the Dow Jones Industrial Average, employs 70,500 people at 300 facilities in 40 countries. Fortune magazine recently named the company to its lists of the "Most Admired Companies" and "100 Best Companies to Work For." Information about Allied Signal is available on the Internet at <http://www.alliedsignal.com/>.

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August 10, 1998

Mr. William J. Hudson, Jr.
President
AMP Incorporated
470 Friendship Road
Harrisburg, PA 17111

Dear Bill:

As you know, we commenced our tender offer today. I also wanted to advise you that we will be filing materials with the Securities and Exchange Commission shortly to prepare to begin a consent solicitation.

We continue to believe in the merits of the proposed combination for both our companies, and I want to reiterate that we strongly prefer to negotiate an agreement that best serves the vital interests of all of your shareowners, employees and other stakeholders. Therefore, I am again requesting a meeting with you to discuss our proposal in a professional and constructive manner. I am prepared to meet at a time and place convenient to you. I will call you tomorrow to ask when we can meet.

Sincerely,

Lawrence A. Bossidy
Chairman and Chief Executive Officer