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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 23 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  
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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 up to 20,000,000 shares of common stock, without par value, of AMP Incorporated, a Pennsylvania corporation, is hereby amended as follows:

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(53) Letter from Larry Bossidy to the Board of Directors of the Company, dated September 22, 1998.

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: September 22, 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

[ALLIEDSIGNAL LOGO]

AlliedSignal Inc.  
P.O. Box 3000  
Morristown, NJ 07962-2496

LARRY BOSSIDY  
Chairman and  
Chief Executive Officer

September 22, 1998

Board of Directors  
AMP Incorporated  
Harrisburg, PA 17105

Ladies and Gentlemen:

As I am sure you are aware, AMP management is circulating proposed legislation that would have the effect of preventing AlliedSignal from conducting its current consent solicitation. A memorandum circulated with the proposal contends that the legislation is necessary because the consent procedure "avoids the holding of a shareholders' meeting, in connection with which there could be a full and free exchange of opinions" about AlliedSignal's offer, and does not afford "a fair voting process that involves taking only one vote on a fixed date."

AlliedSignal does not believe that those concerns are well founded. The SEC proxy rules, which govern the solicitation process, will ensure that the shareholders are fully and accurately informed and have the opportunity to consider all views. Indeed, the exchange of information will occur during a period of over two months - almost twice the period that is customary for AMP's annual election of directors.

If AMP management truly has concerns about the consent procedure, and is not just trying to delay a shareholder vote for as long as possible, the solution is simple: call a special meeting of shareholders. AlliedSignal chose to institute a consent solicitation only because AMP's shareholders do not have a right to convene a meeting; only the Chief Executive Officer and the Board have that power.

In fact, AlliedSignal would welcome the opportunity to present our two proposals at a special meeting. If this meeting were held in late October or early November and the record date were set for October 15, AlliedSignal would withdraw its consent solicitation.

Also, I want to be certain that you are aware that AMP management's position violates the commitment that you, the AMP Board of Directors, made to AMP shareholders in 1989 when you asked them to approve reincorporation in Pennsylvania. The Proxy Statement in support of the merger into AMP-PA assured the shareholders that the "rights of the Corporation's shareholders" would be governed by the Articles of Incorporation included in the Proxy Statement. In the course of discussing the Articles of Incorporation, the Proxy Statement goes on to say:

"a new Article has been added that permits action to be taken [by the shareholders] by less-than-unanimous consent in lieu of convening a meeting of shareholders."

Since this right was promised to shareholders as part of the inducement to the shareholders to approve the move to Pennsylvania in order to take advantage of Pennsylvania's then newly-adopted anti-takeover provisions, it is disingenuous for AMP management to describe the consent process as "an unintended loophole."

In light of this history, AlliedSignal, as a shareholder of AMP, requests that AMP cease its efforts to promote legislation that would interfere with this valuable right now vested in its shareholders. AMP management should not add to the number of commitments that it has failed to meet.

Sincerely,

/s/ Larry Bossidy

Larry Bossidy