

SCHEDULE 14A INFORMATION

Consent Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Consent Statement
 Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
 Definitive Consent Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

AMP Incorporated

(Name of Registrant as Specified In Its Charter)

ALLIEDSIGNAL INC.
PMA ACQUISITION CORPORATION

(Name of Person(s) Filing Consent Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No Fee required
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration No.

3) Filing party:

4) Date filed:

[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