

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:

2) Aggregate number of securities to which transaction applies:

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):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
 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:

## TO AMP SHAREOWNERS

- August 3: Your AMP stock closes at \$29.
- August 4: AlliedSignal announces \$44.50 per share tender offer; your AMP stock closes at \$42.50.
- August 21: AMP "Just Says No" and pumps up its poison pill; your AMP stock closes at \$38.50.
- September 14: AlliedSignal announces \$44.50 per share tender offer for 18% of AMP; your AMP stock closes at \$42.
- September 18: AMP's board changes its poison pill, preventing you from receiving \$900 million in cash; your AMP stock closes below \$41.
- September 30: Your AMP stock closes at \$35.75.

From August 3 through September 30, the Dow Jones Industrial Average\* declined 10.74% and the Standard & Poor's 500 declined 8.57%

IF NOT FOR ALLIEDSIGNAL,  
WHERE WOULD YOUR AMP STOCK BE PRICED TODAY?

GET PAID NOW.

Make sure you receive \$44.50 per share now for your proportional share of those tendered.

Tender your shares to AlliedSignal by October 2nd, if you haven't already done so.

If you've tendered by guaranteed delivery, you must present your share certificates in order to receive payment.

If you've already tendered your share certificates, no further action by you is required in order to receive payment.

Our intended subsequent offer for the remaining AMP shares will be subject to a number of conditions and, depending on circumstances, could be lower or higher than \$44.50 per share.

If you need assistance or information, please call our information agent:  
MORROW & CO., INC. @ (800) 566-9061.

[LOGO OF ALLIEDSIGNAL]

## CERTAIN INFORMATION CONCERNING PARTICIPANTS

AlliedSignal Inc. ("AlliedSignal"), PMA Acquisition Corporation ("Acquisition Subsidiary") and certain other persons named below may solicit the consent of shareholders (a) to elect seventeen nominees (the "Nominees") as directors of AMP Incorporated ("AMP") pursuant to a shareholder action by written consent (the "Consent Solicitation") and (b) in favor of the adoption of five proposals to amend the By-laws of AMP. The participants in this solicitation may include the directors of AlliedSignal (Hans W. Becherer, Lawrence A. Bossidy (Chairman of the Board and Chief Executive Officer), Ann M. Fudge, Paul X. Kelley, Robert P. Luciano, Robert B. Palmer, Russell E. Palmer, Frederic M. Poses (President and Chief Operating Officer), Ivan G. Seidenberg, Andrew C. Sigler, John R. Stafford, Thomas P. Stafford, Robert C. Winters and Henry T. Yang), each of whom is a Nominee; and the following executive officers and employees of AlliedSignal: Peter M. Kreindler (Senior Vice President, General Counsel and Secretary), Donald J. Redlinger (Senior Vice President - Human Resources and Communications), and Richard F. Wallman (Senior Vice President and Chief Financial Officer), each of whom is a Nominee, and Terrence L. Carlson (Deputy General Counsel) Robert F. Friel (Vice President and Treasurer), John W. Gamble, Jr. (Assistant Treasurer), Mark E. Greenberg (Vice President, Communications), John L. Stauch (Director, Investor Relations), Robert J. Buckley (Manager, Investor Relations), G. Peter D'Aloia (Vice President, Planning & Development) Mary Elizabeth Pratt (Manager, Investor Relations), and James V. Gelly (Vice President, Finance, Aerospace Marketing, Sales & Service).

As of the date of this communication, AlliedSignal is the beneficial owner of 100 shares of Common Stock without par value of AMP. Mr. Greenberg

is the beneficial owner of 100 shares of Common Stock of AMP. Other than set forth herein, as of the date of this communication, neither AlliedSignal, Acquisition Subsidiary nor any of their respective directors, executive officers or other representatives or employees of AlliedSignal, any Nominees or other persons known to AlliedSignal who may solicit proxies has any security holdings in AMP. AlliedSignal disclaims beneficial ownership of any securities of AMP held by any pension plan or other employee benefits plan of AlliedSignal or by any affiliate of AlliedSignal.

Although neither Lazard Freres & Co. LLC ("Lazard Freres") nor Goldman, Sachs & Co. ("Goldman Sachs"), the financial advisors to AlliedSignal, admits that it or any of its members, partners, directors, officers, employees or affiliates is a "participant" as defined in Schedule 14A promulgated under the Securities Exchange Act of 1934 by the Securities and Exchange Commission, or that Schedule 14A requires the disclosure of certain information concerning Lazard Freres or Goldman Sachs, Steven J. Golub and Mark T. McMaster (each a Managing Director) and Yasushi Hatakeyama (a Director) of Lazard Freres, and Robert S. Harrison and Wayne L. Moore (each a Managing Director) and Peter Gross and Peter Labbat (each a Vice President) of Goldman Sachs, may assist AlliedSignal in the solicitation of consents of shareholders. Both Lazard Freres and Goldman Sachs engage in a full range of investment banking, securities trading, market-making and brokerage services for institutional and individual clients. In the normal course of its business Lazard Freres and Goldman Sachs may trade securities of AMP for its own account and the accounts of its customers, and accordingly, may at any time hold a long or short position in such securities. Lazard Freres has informed AlliedSignal that as of August 6, 1998, Lazard Freres held a net long position of approximately 20,861 shares of Common Stock of AMP, and Goldman Sachs has informed AlliedSignal that as of August 7, 1998, Goldman Sachs held a net long position of approximately 800,000 shares of Common Stock of AMP.

Except as disclosed above, to the knowledge of AlliedSignal, none of AlliedSignal, the directors or executive officers of AlliedSignal, the employees or other representatives of AlliedSignal or the Nominees named above has any interest, direct or indirect, by security holdings or otherwise, in AMP.

[LOGO OF ALLIEDSIGNAL]

UPDATE

September 30, 1998

## AMP "ain't fooling anybody"

AMP's \$1.65-billion offer for 14% of its shares, coupled with another promise of better future earnings, provides inferior total value to shareowners compared with AlliedSignal's original \$9.7-billion offer for 100% of AMP's shares at \$44.50 cash per share. AMP's stock price today at 35 3/4, down 13% since Monday's announcement.

One Wall Street analyst said AMP's offer, "ain't fooling anybody. It's just silly."

The \$55-per-share stock re-purchase offer received a chilly reception on Wall Street because it is only for 14% of AMP's shares. -- USA Today, September 29.

Shareowners should ask why a company with AMP's current operating difficulties would take on such significant debt, which has quickly led to a lowering of its debt ratings. Standard & Poor's lowered AMP's commercial paper rating to "A-3" from "A-1" plus based on the company's more aggressive financial policy....

"The market is clearly very skeptical...AMP didn't buy back enough of its 218 million shares outstanding. This is a very weak attempt at countering AlliedSignal's move to take over the company." --Louis Ehrenkrantz, president of Ehrenkrantz King Nussbaum, Inc. Philadelphia Inquirer, September 29.

AMP will use \$1.65 billion -- or nearly half of its increased debt - to pay for its self-tender. Investors expressed concern that AMP's offer does not address the company's long-term problems.

"It looks like a costly maneuver, and that's not how to build shareholder value." - Patricia Small, treasurer of the University of California System, one of AMP's largest stockholders, Wall Street Journal, September 29.

It's instructive that AMP needs only \$1.65 billion for the self-tender, but has arranged \$3.25 billion in financing, some of which is earmarked for working capital.

"AMP's stock buyback gives the shareholder something immediately. But I'm not sure that's as much an issue as the long-term management of the company." --Tom Johnson, Investment Management in Oklahoma City, a larger shareholder of AMP stock, Wall Street Journal, September 29.

[LOGO]

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## News Release

Contact: Mark Greenberg  
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## AlliedSignal Tender Offer Will Expire At Midnight Tomorrow

MORRIS TOWNSHIP, New Jersey, October 1, 1998 - AlliedSignal Inc. [NYSE: ALD] confirmed today that its tender offer for 20 million shares of AMP Incorporated [NYSE: AMP] will expire at midnight, New York City time, on Friday, October 2, 1998. No shares can be tendered after the offer expires.

As previously announced, AlliedSignal will not purchase any AMP shares unless it is satisfied that the Commonwealth of Pennsylvania will not pass legislation that would prevent AlliedSignal's pending consent solicitation. AlliedSignal expects to make this determination no later than Wednesday, October 7, 1998.

Until AlliedSignal accepts shares for payment, AMP shareowners who have tendered their shares into AlliedSignal's offer will be entitled to withdraw those shares. However, after the expiration date, once withdrawn, shares may not be retendered.

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