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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 38-FINAL AMENDMENT
TO
SCHEDULE 14D-1
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

AND

AMENDMENT NO. 3 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 AND 14D-1

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 AND 14D-1

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

This Amendment (the Final Amendment) to 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 tender offer for up to 20,000,000 shares of common stock, without par value, (the "Common Stock") of AMP Incorporated, a Pennsylvania corporation (the "Company"), also constitutes an Amendment to Statement on Schedule 13D with respect to the acquisition by Parent and Offeror of beneficial ownership of shares of Common Stock of the Company. The Schedule 14D-1 is hereby amended as follows:

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

- (a)(6) On October 13, 1998, Parent issued a press release announcing that the final proration factor in the Offer was 12.775005% and that payment for Shares in the Offer would commence October 13, 1998.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(78) Press release dated October 13, 1998 announcing final proration factor.

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: October 13, 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

[LOGO OF ALLIED SIGNAL]

AlliedSignal Inc.
 101 Columbia Road
 Morristown, NJ 07962

NEWS RELEASE

Contact: Mark Greenberg
 (973) 455-5445

ALLIEDSIGNAL ANNOUNCES FINAL PRORATION FACTOR OF 12.775005% FOR
 20 MILLION AMP SHARE PURCHASE; PAYMENT COMMENCED TODAY

MORRIS TOWNSHIP, New Jersey, October 13, 1998 -- AlliedSignal Inc. [NYSE: ALD] announced today that the final proration factor for its purchase of 20 million shares of AMP Incorporated [NYSE: AMP] common stock is 12.775005% of all AMP shares tendered when the tender offer expired. The company also announced that it has commenced payment for the shares purchased today.

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.

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10/13/98