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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 25 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  
(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, 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 10. ADDITIONAL INFORMATION.

Item 10 is hereby amended and supplemented by the following:

(f) On September 22, 1998, the Company filed a first amended complaint in the Company Action. The first amended complaint alleges: (i) Parent's filings with the SEC are false and misleading because (a) they fail to disclose the manner in which the Nominees would satisfy their duty of undivided loyalty both to Parent and the Company, (b) they fail to disclose the manner in which the Nominees would propose to reconcile the interests of the Company with those of the Parent, (c) they fail to disclose that Parent has stated, that, upon the election of the Nominees, it will discharge all of the Company's senior executives, and (d) they misrepresent that Parent will be able to vote the Shares acquired under the Offer because the Control Share Acquisition Statute prohibits Parent from voting such shares; (ii) the First and Second Supplement to the Offer and the Amended Consent Statement are false and misleading because they fail to

disclose that the Shareholder Rights Proposal is contrary to the provisions of the PBCL granting directors of a Pennsylvania corporation the sole discretion to determine the terms and conditions of rights plans; (iii) the Offer, as amended by the First Supplement, is unlawful because it constitutes a new tender offer and does not comply with federal securities laws requiring Parent to return all Shares tendered under its initial August 10, 1998 offer; (iv) by announcing its intention to commence the Second Offer upon expiration of the Offer, Parent was subject to a requirement under Rule 14d-2(b) to start the Second Offer within five days or abandon it, neither of which Parent has done; (v) because the Offer is not an amendment of the initial August 10, 1998 offer, but rather a new offer, Parent and Offeror were required to hold the Offer open for a minimum period of 20 business days and to return all Shares tendered in the initial August 10, 1998 offer; (vi) the Offer and the Second Offer are actually the same offer, and, as a result, the purchase of the Company's Shares under the Offer will be in violation of Rule 10b-13; and (vii) alternatively, Parent's offers pursuant to the initial August 10, 1998 offer, the First Supplement, the Second Supplement and the Second Offer are part of a single effort by Parent to acquire control of the Company, which should be treated as a single integrated offer, so that Rule 14d-10(a)(2) requiring that the Company's Shareholders receive the "highest consideration paid" would be applicable. In addition, the first amended complaint alleges that (i) the Nominee Election Proposals violate the PBCL because they would render it impossible for the Company's directors to discharge their fiduciary obligations to the Company; (ii) the Shareholders Rights Proposal violates the PBCL because it would divest the Company's Board of Directors of the authority under the PBCL to determine the terms and conditions of the Company's rights plans; and (iii) the Shares which the Parent and Offeror propose to buy are "control shares" within the meaning of the Control Share Acquisition Statute because Parent and Offeror have announced their intention to purchase all of the Company's Shares, and Parent and Offeror may not vote the Shares they propose to buy. The first amended complaint seeks: (i) declaratory relief declaring that the Shareholders Rights Proposal and the Nominee Election Proposals set forth in the Amended Consent Solicitation are contrary to Pennsylvania law; (ii) injunctive relief prohibiting Parent from (a) soliciting consents, (b) pursuing the Offer unless full compliance with federal securities laws, including full and accurate disclosure, is made, (c) soliciting consents unless full and accurate disclosure is made, and (d) voting any of the Company's Shares unless all requirements of the Control Share Acquisition Statute have been satisfied; (iii) compensatory damages for all injuries suffered by the Company; and (iv) costs and disbursements, including attorneys' fees. Parent and Offeror believe there is no merit to the Company's allegations and intend to vigorously defend against this lawsuit.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(56) Press Release issued by Parent on September 24, 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 24, 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

[LOGO of AlliedSignal]

AlliedSignal Inc.  
P.O. Box 2245  
Morristown, NJ 07962  
973 455-2000

## NEWS RELEASE

Contact: Mark Greenberg  
(973) 455-5445

ALLIEDSIGNAL WILL NOT PURCHASE 9% OF AMP  
IF PENNSYLVANIA REPEALS CONSENT SOLICITATION PROCESS

MORRIS TOWNSHIP, New Jersey, September 24, 1998 - AlliedSignal Inc. [NYSE: ALD] said today that if the Commonwealth of Pennsylvania enacts new legislation which would prevent AlliedSignal from proceeding with its consent solicitation, AlliedSignal will not proceed with the purchase of 9% of the shares of AMP Incorporated [NYSE: AMP] under AlliedSignal's pending \$44.50 per share tender offer.

If, on the other hand, Pennsylvania chooses not to amend the current shareowner consent solicitation rights, AlliedSignal will proceed with the purchase, which will put \$900 million into AMP shareowners' pockets at a price per share that is 55% more than the market price for AMP shares before AlliedSignal announced its original \$44.50 per share offer.

AlliedSignal said that at the close of business on September 17, the day before it amended its offer to reduce the number of AMP shares it would purchase to 20 million, the number of AMP shares that had been tendered to AlliedSignal and not withdrawn was 138,871,851.

## 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 Terrance 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 (Assistant General Counsel) 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 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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9/24/98