

COMMSCOPE INC
Form 4/A
December 15, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRENDEL FRANK M

(Last) (First) (Middle)
1100 COMMSCOPE PLACE, SE
(Street)

HICKORY, NC 28602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMMSCOPE INC [CTV]

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
10/15/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 10/14/2010 | | M | | 60,000 | A | \$ 17.25 |
| Common Stock | | | | | 112,000 | I | |
| Common Stock | 07/01/2010 | | S | 2 | | D | \$ 23.52 |
| | | | | | 49,998 | (1) (2) I | |

Drendel Investments, Inc.
Frank M. Drendel Two-Year Grantor Retained Annuity Trust

| | | | | | | | | |
|--------------|------------|---|---|---|----------|------------------------------|---|--|
| Common Stock | 07/01/2010 | S | 2 | D | \$ 23.55 | 49,998 <u>(1)</u> <u>(2)</u> | I | Frank M. Drendel Three-Year Grantor Retained Annuity Trust |
| Common Stock | 07/01/2010 | S | 2 | D | \$ 23.52 | 49,998 <u>(1)</u> <u>(2)</u> | I | Frank M. Drendel Four-Year Grantor Retained Annuity Trust |
| Common Stock | | | | | | 100 | I | By Estate of Spouse |
| Common Stock | | | | | | 3,519.92 | I | By Savings Plan <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 17.25 | 10/14/2010 | | M | 60,000 | 12/14/2001 ⁽⁴⁾ 12/14/2010 | Common Stock | 60,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | Director | 10% Owner | Officer | Other |
|--|----------|-----------|---------|-------------------|
| DRENDEL FRANK M 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602 | X | | | Chairman & CEO |

Signatures

/s/Frank M.
Drendel

12/15/2010

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) To correct the total amount of securities beneficially and directly owned by Mr. Drendel as reported on Mr. Drendel's Form 4 dated October 15, 2010, and to report previously unreported sales by each Grantor Retained Annuity Trust.
On October 14, 2010, as a result of transfers of shares to Mr. Drendel not reportable under Section 16(a), the number of shares
- (2) beneficially owned by the Frank M. Drendel Two-Year Grantor Retained Annuity Trust is 39,953, by the Frank M. Drendel Three-Year Grantor Retained Annuity Trust is 43,844, and by the Frank M. Drendel Four-Year Grantor Retained Annuity Trust is 45,766.
- (3) Shares held by Savings Plan as of October 14, 2010.
- (4) This option was originally granted in respect to 120,000 shares and vested in three equal annual installments beginning on the date indicated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.