

STAPLES CATHY O
Form 4
February 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
STAPLES CATHY O

(Last) (First) (Middle)
7733 FORSYTH BOULEVARD,
SUITE 800
(Street)

ST. LOUIS, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BELDEN INC. [BDC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Human Resources

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 (A) or (D) Price		
Common Stock	02/10/2012		M		4,800 A \$ 25.805	51,114	D
Common Stock	02/10/2012		D		3,771 (1) D \$ 39.01	47,343	D
Common Stock	02/13/2012		S		100 D \$ 39.445	47,243	D
Common Stock	02/13/2012		S		400 D \$ 39.4594	46,843	D
Common Stock	02/13/2012		S		300 D \$ 39.465	46,543	D

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Common Stock	02/13/2012	S	200	D	\$ 39.4675	46,343	D
Common Stock	02/13/2012	S	600	D	\$ 39.47	45,743	D
Common Stock	02/13/2012	S	400	D	\$ 39.4738	45,343	D
Common Stock	02/13/2012	S	600	D	\$ 39.4742	44,743	D
Common Stock	02/13/2012	S	200	D	\$ 39.475	44,543	D
Common Stock	02/13/2012	S	200	D	\$ 39.4775	44,343	D
Common Stock	02/13/2012	S	200	D	\$ 39.48	44,143	D
Common Stock	02/13/2012	S	200	D	\$ 39.485	43,943	D
Common Stock	02/13/2012	S	200	D	\$ 39.4875	43,743	D
Common Stock	02/13/2012	S	200	D	\$ 39.49	43,543	D
Common Stock	02/13/2012	S	200	D	\$ 39.4975	43,343	D
Common Stock	02/13/2012	S	800	D	\$ 39.5	42,543	D
Common Stock	02/13/2012	S	200	D	\$ 39.51	42,343	D
Common Stock	02/14/2012	S	429	D	\$ 39.301	41,914	D
Common Stock	02/14/2012	S	300	D	\$ 39.306	41,614	D
Common Stock	02/14/2012	S	100	D	\$ 39.308	41,514	D
Common Stock	02/14/2012	S	100	D	\$ 39.311	41,414	D
Common Stock	02/14/2012	S	100	D	\$ 39.333	41,314	D

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

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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 Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 25.805	02/10/2012		M	4,800	02/22/2007 ⁽²⁾ 02/22/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAPLES CATHY O 7733 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105			SVP, Human Resources	

Signatures

/s/ Cathy O. 02/14/2012
Staples

**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) This represents the difference between the number of SARs exercised (4,800) and the number of shares issued as a result of the exercise (1,029). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$39.01) and the exercise price (\$25.805). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
- (2) 1,600 SARs became exercisable on February 22, 2007, 1,600 SARs became exercisable on February 22, 2008 and 1,600 SARs became exercisable on February 22, 2009.

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.