

BELDEN INC.
Form 4
August 21, 2013

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 *
Stroup John S

(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)
08/19/2013

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)
President and 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 | (A) or (D) | Price | | | |
| Common Stock | 08/19/2013 | | M ⁽¹⁾ | | 13,600 | A | \$ 25.805 | 13,600 | I | By Barry-Wehmiller Trust |
| Common Stock | 08/19/2013 | | D | | 9,747 ⁽²⁾ | D | \$ 56.635 | 3,853 | I | By Barry-Wehmiller Trust |
| Common Stock | 08/20/2013 | | S ⁽³⁾ | | 3,853 | D | \$ 56.3851 ⁽⁴⁾ | 0 | I | By Barry-Wehmiller Trust |
| Common Stock | 08/19/2013 | | M ⁽¹⁾ | | 50,000 | A | \$ 11.92 | 104,178 | D | |

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| | | | | | | | | |
|--------------|------------|------|---------------|---|-------------------|---------|---|-----------------------------------|
| Common Stock | 08/19/2013 | D | 29,453 (5) | D | \$ 56.635 | 74,725 | D | |
| Common Stock | 08/20/2013 | S(3) | 20,547 | D | \$ 56.3563 (6) | 54,178 | D | |
| Common Stock | 08/19/2013 | M(1) | 49,737 | A | \$ 37.26 | 103,915 | D | |
| Common Stock | 08/19/2013 | S(3) | 49,737 | D | \$ 56.3466 (7) | 54,178 | D | |
| Common Stock | 08/20/2013 | M(1) | 55,300 | A | \$ 37.26 | 109,478 | D | |
| Common Stock | 08/20/2013 | S(3) | 55,300 | D | \$ 56.9839 (8) | 54,178 | D | |
| Common Stock | 08/21/2013 | M(1) | 51,800 | A | \$ 37.26 | 105,978 | D | |
| Common Stock | 08/21/2013 | S(3) | 51,800 | D | \$ 56.3971 (9) | 54,178 | D | |
| Common Stock | | | | | | 4,063 | I | By Irrevocable Trust for Children |
| Common Stock | | | | | | 86,555 | I | By Family Trust |

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

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(9-02)

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) | 8. Date Exercisable | 9. Expiration Date | 10. Title | 11. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|---------------------|--------------------|-----------|--------------------------------|
| | | | | Code | V (A) (D) | | | | | | |

| | | | | | | | | |
|---------------------------|-----------|------------|------------------|--------|-------------------|------------|--------------|--------|
| Stock Appreciation Rights | \$ 25.805 | 08/19/2013 | M ⁽¹⁾ | 13,600 | (¹⁰) | 02/22/2016 | Common Stock | 13,600 |
| Stock Appreciation Rights | \$ 11.92 | 08/19/2013 | M ⁽¹⁾ | 50,000 | (¹¹) | 02/24/2019 | Common Stock | 50,000 |
| Stock Options | \$ 37.26 | 08/19/2013 | M ⁽¹⁾ | 49,737 | 02/21/2013 | 04/01/2018 | Common Stock | 49,737 |
| Stock Options | \$ 37.26 | 08/20/2013 | M ⁽¹⁾ | 55,300 | 02/21/2013 | 04/01/2018 | Common Stock | 55,300 |
| Stock Options | \$ 37.26 | 08/21/2013 | M ⁽¹⁾ | 51,800 | 02/21/2013 | 04/01/2018 | Common Stock | 51,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stroup John S 7733 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105 | X | | President and CEO | |

Signatures

/s/ Brian E. Anderson, attorney-in-fact for John Stroup

08/21/2013

__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) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on May 10, 2013.
This represents the difference between the number of SARs exercised (13,600) and the number of shares issued as a result of the exercise (3,853). 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 (\$56.635) and the exercise price (\$25.805). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
 - (2) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on May 10, 2013.
This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$56.28 to \$56.46. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
 - (3) This represents the difference between the number of SARs exercised (50,000) and the number of shares issued as a result of the exercise (20,547). 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 (\$56.635) and the exercise price (\$11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
 - (4) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$55.69 to \$56.801. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
 - (5)
 - (6)
 - (7)

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This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$56.001 to \$56.917. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

- (8) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$56.71 to \$57.21. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

- (9) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$56.00 to \$56.92. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

- (10) 37,867 SARs became exercisable on February 22, 2007, 37,867 SARs became exercisable on February 22, 2008 and 37,866 SARs became exercisable on February 22, 2009.

- (11) 55,934 SARs became exercisable on February 24, 2010, 55,933 SARs became exercisable on February 24, 2011 and 55,933 SARs became exercisable on February 24, 2012.

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.