BELDEN INC. Form 4 August 21, 2013

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stroup John S			2. Issuer Name and Ticker or Trading Symbol BELDEN INC. [BDC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
7733 FORSYTH BOULEVARD, SUITE 800		VARD,	(Month/Day/Year) 08/19/2013	_X Director 10% Owner _X Officer (give title Other (specify below) President and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ST. LOUIS, M	1O 63105		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit oner Dispos (Instr. 3, 4	ed of (` ′	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)
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 <u>(1)</u>	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	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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SEC 1474

(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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh	

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Stock Appreciation Rights	\$ 25.805	08/19/2013	M <u>(1)</u>	13,600	(10)	02/22/2016	Common Stock	13,6
Stock Appreciation Rights	\$ 11.92	08/19/2013	M <u>(1)</u>	50,000	(11)	02/24/2019	Common Stock	50,0
Stock Options	\$ 37.26	08/19/2013	M <u>(1)</u>	49,737	02/21/2013	04/01/2018	Common Stock	49,7
Stock Options	\$ 37.26	08/20/2013	M <u>(1)</u>	55,300	02/21/2013	04/01/2018	Common Stock	55,3
Stock Options	\$ 37.26	08/21/2013	M(1)	51,800	02/21/2013	04/01/2018	Common Stock	51,8

Reporting Owners

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

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.
- (3) 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.
- 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.
- 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.

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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.

- 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.
- 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.