BELDEN INC. Form 4 June 13, 2007

FORM 4

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

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 * Suggs Denis

(First) (Middle) (Last)

7701 FORSYTH BOULEVARD, SUITE 800

(Street)

ST. LOUIS, MO 63105

2. Issuer Name and Ticker or Trading Symbol

BELDEN INC. [BDC]

3. Date of Earliest Transaction

(Month/Day/Year) 06/11/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify below) below)

VP Op.& Pres. Belden Americas

6. Individual or Joint/Group Filing(Check 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)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

06/11/2007

RSUs

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Code

Α

Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

Form: Direct (I) (Instr. 4)

D

6. Ownership

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(9-02)

(Instr. 4)

(Instr. 3 and 4) Amount (D) Price 7,250 A \$0 7.250

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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| 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. Transactic Code (Instr. 8) | 5. Number proof 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 A Underlying S (Instr. 3 and | Securi |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------|-------------------------------------------|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Nur of Shar |
| Stock Appreciation Rights (SARs) | \$ 53.9 (2) | 06/11/2007 | | A | 6,800 | 06/11/2008(3) | 06/11/2017 | Common Stock | 6,8 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Suggs Denis

7701 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105

VP Op.& Pres. Belden Americas

Signatures

/s/Denis Suggs 06/11/2007

**Signature of Date
Reporting Person

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) RSUs vest in full on the fifth anniversary of the grant date, June 11, 2012.
- (2) NYSE closing price per share of Belden Inc. stock on grant date.
- (3) The Stock Appreciation Rights (SARs) vest in three equal annual installments beginning on June 11, 2008.

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.

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