

BELDEN INC.

Form 4

December 12, 2014

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2015
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stroup John S

(Last) (First) (Middle)

1 NORTH BRENTWOOD
BOULEVARD, 15TH FLOOR

(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)
12/10/2014

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)
Common Stock	03/21/2014		G	V 1,345 (1)	D \$ 0 78,108	D	
Common Stock	03/21/2014		G	V 596 (2)	D \$ 0 77,512	D	
Common Stock	12/10/2014		M(3)	82,653 A \$ 21.7	160,165	D	
Common Stock	12/10/2014		D	51,195 (4)	D \$ 80.74 108,970	D	
Common Stock	12/10/2014		M(3)	47,870 A \$ 35.79	156,840	D	

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Common Stock	12/10/2014	D	33,999 (5)	D	\$ 80.74	122,841	D
Common Stock	12/11/2014	S(6)	31,458	D	\$ 81.0356 (7)	91,383	D
Common Stock	12/11/2014	S(6)	13,871	D	\$ 81.2944 (8)	77,512	D

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Rights	\$ 21.7	12/10/2014		M(3)	82,653	02/22/2011 02/22/2020	Common Stock 82,653
Stock Appreciation Rights	\$ 35.79	12/10/2014		M(3)	47,870	03/02/2012 03/02/2021	Common Stock 47,870

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stroup John S 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR ST. LOUIS, MO 63105	X		President and CEO	

Signatures

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

12/12/2014

__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) On March 21, 2014, Mr. Stroup gifted 1,345 shares to a charitable organization.

(2) On March 21, 2014, Mr. Stroup gifted 596 shares to a charitable organization.

(3) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on May 10, 2013.

(4) This represents the difference between the number of SARs exercised (82,653) and the number of shares issued as a result of the exercise (31,458). 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 (\$80.74) and the exercise price (\$21.70). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(5) This represents the difference between the number of SARs exercised (47,870) and the number of shares issued as a result of the exercise (13,871). 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 (\$80.74) and the exercise price (\$35.79). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(6) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on May 10, 2013.

(7) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$80.47 to \$81.60. 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 \$80.74 to \$81.55. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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