

BELDEN INC.

Form 4

February 17, 2015

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
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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)
02/13/2015

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	02/13/2015		M ⁽¹⁾	87,067 A	\$ 39.83 164,579	D	
Common Stock	02/13/2015		D	62,406 ⁽²⁾ D	\$ 87.38 102,173	D	
Common Stock	02/17/2015		S ⁽³⁾	24,661 D	\$ 87.1737 ⁽⁴⁾ 77,512	D	
Common Stock	02/13/2015		M ⁽¹⁾	50,000 A	\$ 35.79 50,000	I	By Barry-Wehmiller Trust
	02/13/2015		D	D	\$ 87.38 17,036	I	

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Common Stock					32,964 <u>(5)</u>					By Barry-Wehmiller Trust
Common Stock	02/17/2015		S <u>(3)</u>	17,036	D	\$ 87.1956 <u>(6)</u>	0		I	By Barry-Wehmiller 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. 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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 39.83	02/13/2015		M <u>(1)</u>	87,067	<u>(7)</u> 02/27/2022	Common Stock	87,067
Stock Appreciation Rights	\$ 35.79	02/13/2015		M <u>(1)</u>	50,000	<u>(8)</u> 03/02/2021	Common Stock	50,000

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	02/17/2015
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 **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 (87,067) and the number of shares issued as a result of the exercise (24,661). 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 (\$87.38) and the exercise price (\$39.83). 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 \$86.67 to \$87.655. 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) This represents the difference between the number of SARs exercised (50,000) and the number of shares issued as a result of the exercise (17,036). 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 (\$87.38) and the exercise price (\$35.79). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

- (6) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$86.7801 to \$87.62. 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.

- (7) 43,534 SARs became exercisable on February 27, 2013 and 43,533 SARs became exercisable on February 27, 2014. The remaining 43,533 SARs will become exercisable on February 27, 2015.

- (8) From the original grant of 140,370 SARs, 46,790 vested on March 2, 2012, 46,790 vested on March 2, 2013 and 46,790 vested on March 1, 2014.

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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