

BELDEN INC.

Form 4

December 15, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gusenleitner Christoph

(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)  
12/15/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, Industrial Connectivity

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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                    | 12/15/2016                           |                                                    | S                              |                                                                   | 3,720  | D \$ 78.2359 <sup>(1)</sup> | 4,548                                                                                         | D                                                        |                                                       |
| Common Stock                    | 12/15/2016                           |                                                    | M                              |                                                                   | 10,400 | A \$ 35.83                  | 14,948                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/15/2016                           |                                                    | D                              |                                                                   | 7,258  | D \$ 78.32                  | 7,690                                                                                         | D                                                        |                                                       |
| Common Stock                    | 12/15/2016                           |                                                    | M                              |                                                                   | 6,000  | A \$ 39.83                  | 13,690                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/15/2016                           |                                                    | D                              |                                                                   | 4,358  | D \$ 78.32                  | 9,332                                                                                         | D                                                        |                                                       |

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

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

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Stock<br>Appreciation<br>Rights                     | \$ 35.83                                                           | 12/15/2016                              |                                                             | M                                    | 10,400                                                                                                       | 03/01/2012 03/01/2021                                          | Common<br>Stock                                                | 10,400                              |
| Stock<br>Appreciation<br>Rights                     | \$ 39.83                                                           | 12/15/2016                              |                                                             | M                                    | 6,000                                                                                                        | 02/27/2013 02/27/2022                                          | Common<br>Stock                                                | 6,000                               |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| Gusenleitner Christoph<br>1 NORTH BRENTWOOD BOULEVARD, 15TH<br>FLOOR<br>ST. LOUIS, MO 63105 | EVP, Industrial<br>Connectivity  |

## Signatures

/s/ Brian E. Anderson, attorney-in-fact for Christoph  
Gusenleitner

12/15/2016

\_\_\_\_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).

This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line  
(1) ranged from \$78.20 to \$78.30. 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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