

COMMSCOPE INC
Form 4
April 05, 2006

FORM 4

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

OMB APPROVAL

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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 *
GOODEN WILLIAM R

(Last) (First) (Middle)

1100 COMMSCOPE PLACE SE

(Street)

HICKORY, NC 28602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMMSCOPE INC [CTV]

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2006

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)
Sr. VP & Controller

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 04/03/2006 | | S ⁽²⁾ | 79 D | \$ 28.87 | 13,766 | D |
| Common Stock | 04/03/2006 | | S ⁽²⁾ | 238 D | \$ 28.88 | 13,528 | D |
| Common Stock | 04/03/2006 | | S ⁽²⁾ | 635 D | \$ 28.89 | 12,893 | D |
| Common Stock | 04/03/2006 | | S ⁽²⁾ | 20 D | \$ 28.9 | 12,873 | D |
| Common Stock | 04/03/2006 | | S ⁽²⁾ | 10 D | \$ 28.93 | 12,863 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|----------|---|--------------------------------|
| Common Stock | 04/03/2006 | S ⁽²⁾ | 10 | D | \$ 28.94 | 12,853 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 10 | D | \$ 28.95 | 12,843 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 10 | D | \$ 28.96 | 12,833 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 60 | D | \$ 28.97 | 12,773 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 605 | D | \$ 28.98 | 12,168 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 456 | D | \$ 28.99 | 11,712 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 3,366 | D | \$ 29 | 8,346 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 10 | D | \$ 29.01 | 8,336 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 149 | D | \$ 29.02 | 8,187 | D | |
| Common Stock | 04/03/2006 | S ⁽²⁾ | 10 | D | \$ 29.03 | 8,177 | D | |
| Common Stock | | | | | | 2,600 | I | By Child |
| Common Stock | | | | | | 1,500 | I | By Child |
| Common Stock | | | | | | 2,407.33 | I | By Savings Plan ⁽³⁾ |

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 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

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(Instr. 3,
4, and 5)

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|----------------------------------------|
| Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODEN WILLIAM R 1100 COMMSCOPE PLACE SE HICKORY, NC 28602 | | | Sr. VP & Controller | |

Signatures

/s/ William R.
Gooden 04/05/2006

 **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).
- Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the reporting person is filing two simultaneous Forms 4 to report his reportable transactions, both of which together shall be deemed a single report filed on this date. This is the second Form 4 of the two filings.
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 7, 2005.
 - (2) Shares held in Savings Plan as of April 4, 2006.
 - (3) Shares held in Savings Plan as of April 4, 2006.

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.