

GENERAL CABLE CORP /DE/
Form 3
January 22, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Reed Sonya | | (Month/Day/Year) | GENERAL CABLE CORP /DE/ [BGC] | |
| (Last) | (First) | 01/12/2015 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 4 TESSENEER DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| HIGHLAND HEIGHTS,Â KYÂ 41076 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP, CHRO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 21,123 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------|
| | Date Exercisable | Title | Amount or Number of | | |

| Stock Option (right to buy) | Â (2) | 03/18/2023 | Common Stock | Shares | \$ 35.24 | (I) | D | (Instr. 5) |
|-----------------------------|-------|------------|--------------|--------|----------|-----|---|------------|
| | | | | 15,000 | | | | |
| | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reed Sonya 4 TESSENEER DRIVE HIGHLAND HEIGHTS, KY 41076 | Â | Â | Â EVP, CHRO | Â |

Signatures

| | |
|-------------------------------------------------------------|------------|
| /s/ Emerson C. Moser, as Attorney-in-Fact for Sonya Reed | 01/22/2015 |
| <u> </u> Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (i) 3,043 shares held directly, (ii) 2,500 restricted stock units ("RSUs") awarded on February 9, 2012 which will cliff vest on February 9, 2015, (iii) 7,000 RSUs awarded on March 18, 2013 which will cliff vest on March 18, 2018, pending certification by the issuer of certain performance conditions, and (iv) 8,580 RSUs awarded on February 13, 2014 which vest one-third each year beginning in 2015 pending certification by the issuer of certain performance conditions; the performance conditions operate on a rolling basis with a catch-up feature for each vesting tranche. Each RSU represents a right to receive one share of common stock. Vested shares will be delivered to the reporting person within 90 days after the vesting date.
- (2) Stock options granted March 18, 2013 which vest in three equal annual installments. The first installment became exercisable on March 18, 2014, and the next two installments become exercisable on March 18, 2015 and March 18, 2016.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this

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.