BELDEN INC.

Form 4

February 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per

response...

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Estimated average

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gusenleitner Christoph Issuer Symbol BELDEN INC. [BDC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 1 NORTH BRENTWOOD 02/25/2015 below) **BOULEVARD, 15TH FLOOR EVP**, Industrial Connectivity (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

ST. LOUIS, MO 63105

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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	02/25/2015		A	3,403 (1) A \$ 0	13,907	D	

\$ Common S 02/27/2015 90.1146 D 1,425 D 12,482 Stock (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: BELDEN INC. - Form 4

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. Transactic Code (Instr. 8)	5. Number ionof Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Rights (3)	\$ 89.23	02/25/2015		A	7,521	02/25/2016	02/25/2025	Common Stock	7,52

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gusenleitner Christoph

1 NORTH BRENTWOOD BOULEVARD, 15TH EVP, Industrial FLOOR Connectivity

ST. LOUIS, MO 63105

Signatures

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

02/27/2015

**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).
- RSUs awarded pursuant to the fulfillment of performance share units awarded on March 4, 2014. RSUs will vest on February 25, 2017, and upon vesting, will be payable in Company stock (each RSU representing one share of Company stock). Additional terms apply in the event of the holder's termination, death or retirement.
- This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line (2) ranged from \$90.0401 to \$90.13. 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.
- The Stock Appreciation Rights (SARs) were issued at the closing price of the Company's stock on February 25, 2015 (\$89.23). They will vest in equal amounts over three years and will expire ten years after the grant date. Upon exercise, the holder will receive in Belden stock the excess of fair market value per share at the time of exercise over the exercise price, times the number of SARs being exercised (after tax withholding, if applicable). Additional terms apply in the event of the holder's termination, death, disability or retirement.

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.

Reporting Owners 2