

BELDEN INC.
Form 4
March 06, 2015

FORM 4

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

OMB APPROVAL

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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 *
Rosenberg Ross

(Last) (First) (Middle)

C/O BELDEN INC., 1 N.
BRENTWOOD BLVD., 15TH
FLOOR

(Street)

SAINT 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)
03/04/2015

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)
SVP, Bus. Dev. & Strategy

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/04/2015 | | F | 618 ⁽¹⁾ D \$ 0 | 13,925 | D | |
| Common Stock | 03/04/2015 | | M | 2,477 A \$ 50.01 | 16,402 | D | |
| Common Stock | 03/04/2015 | | D | 1,757 ⁽²⁾ D \$ 88.71 | 14,645 | D | |
| Common Stock | 03/04/2015 | | M | 1,535 A \$ 72.57 | 16,180 | D | |
| Common Stock | 03/04/2015 | | D | 1,349 ⁽³⁾ D \$ 88.71 | 14,831 | D | |

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(2) This represents the difference between the number of SARs exercised (2,477) and the number of shares issued as a result of the exercise (720). 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 (\$88.71) and the exercise price (\$50.01). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(3) This represents the difference between the number of SARs exercised (1,535) and the number of shares issued as a result of the exercise (186). 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 (\$88.71) and the exercise price (\$72.57). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

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.