

BELDEN INC.
Form 4
September 10, 2013

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 *
Stroup John S

(Last) (First) (Middle)
7733 FORSYTH BOULEVARD,
SUITE 800
(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)
09/06/2013

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/30/2013		G ⁽¹⁾	V	442	D	\$ 0
Common Stock	08/30/2013		G ⁽²⁾	V	884	D	\$ 0
Common Stock	08/30/2013		G ⁽³⁾	V	2,208	D	\$ 0
Common Stock	09/06/2013		G ⁽⁴⁾	V	1,669	D	\$ 0
Common Stock	09/06/2013		M ⁽⁵⁾	A	83,600	A	\$ 40.96
					132,575	D	

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Common Stock	09/06/2013	D	69,817 (6)	D	\$ 59.95	62,758	D	
Common Stock	09/06/2013	M ⁽⁵⁾	50,000	A	\$ 11.92	112,758	D	
Common Stock	09/06/2013	D	29,150 (7)	D	\$ 59.95	83,608	D	
Common Stock	09/09/2013	S ⁽⁸⁾	34,633	D	\$ 61.1559 (9)	48,975	D	
Common Stock						4,063	I	By Irrevocable Trust for Children
Common Stock						86,555	I	By Family Trust

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

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(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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 40.96	09/06/2013		M ⁽⁵⁾	83,600	(10)	02/20/2018	Common Stock	83,600
Stock Appreciation Rights	\$ 11.92	09/06/2013		M ⁽⁵⁾	50,000	(11)	02/24/2019	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Stroup John S
 7733 FORSYTH BOULEVARD, SUITE 800 X President and CEO
 ST. LOUIS, MO 63105

Signatures

/s/ John S. 09/10/2013
 Stroup

**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).

- (1) On August 30, 2013, Mr. Stroup gifted 442 shares to a charitable organization.
- (2) On August 30, 2013, Mr. Stroup gifted 884 shares to a charitable organization.
- (3) On August 30, 2013, Mr. Stroup gifted 2,208 shares to a charitable organization.
- (4) On September 6, 2013, Mr. Stroup gifted 1,669 shares to a charitable organization.
- (5) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on May 10, 2013.

(6) This represents the difference between the number of SARs exercised (83,600) and the number of shares issued as a result of the exercise (13,783). 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 (\$59.95) and the exercise price (\$40.96). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(7) This represents the difference between the number of SARs exercised (50,000) and the number of shares issued as a result of the exercise (20,850). 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 (\$59.95) and the exercise price (\$11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(8) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on May 10, 2013.

(9) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$60.97 to \$61.271. 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.

(10) 27,867 SARs became exercisable on February 20, 2009, 27,867 SARs became exercisable on February 20, 2010 and 27,866 SARs became exercisable on February 20, 2011.

(11) 55,934 SARs became exercisable on February 24, 2010, 55,933 SARs became exercisable on February 24, 2011 and 55,933 SARs became exercisable on February 24, 2012.

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.