

WYATT FRANK B II  
Form 4  
January 19, 2011

**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 \*  
WYATT FRANK B II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1100 COMMSCOPE PLACE, SE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/14/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, General Counsel & Sec.

HICKORY, NC 28602

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 01/14/2011                           |  | D                              |   | 10,106  | D  | 0  |
| Common Stock                    | 01/14/2011                           |  | D                              |   | 3,065.44  | D  | \$ 31.5 0                                  |
|                                 |                                      |  |                                |   |   |  | By Savings Plan <sup>(2)</sup>             |

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

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SEC 1474 (9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Options                              | \$ 29.51   | 01/14/2011                           |  | D                              | 29,175  | <u>(3)</u> 01/20/2020                                    | Common Stock 29,175   |
| Stock Options                              | \$ 9.8   | 01/14/2011                           |  | D                              | 14,500  | <u>(3)</u> 03/24/2019                                    | Common Stock 14,500   |
| Stock Options                              | \$ 41.22   | 01/14/2011                           |  | D                              | 7,800   | <u>(4)</u> 01/22/2018                                    | Common Stock 7,800  |
| Stock Options                              | \$ 30.42   | 01/14/2011                           |  | D                              | 3,800   | <u>(3)</u> 12/13/2016                                    | Common Stock 3,800  |
| Stock Options                              | \$ 19.91   | 01/14/2011                           |  | D                              | 1,967   | <u>(3)</u> 12/14/2015                                    | Common Stock 1,967  |
| Performance Share Units                    | \$ 0   | 01/14/2011                           |  | D                              | 5,775   | <u>(5)</u> 01/22/2011                                    | Common Stock 5,775  |
| Performance Share Units                    | \$ 0   | 01/14/2011                           |  | D                              | 7,678   | <u>(6)</u> 01/12/2014                                    | Common Stock 7,678  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| WYATT FRANK B II<br>1100 COMMSCOPE PLACE, SE<br>HICKORY, NC 28602 |               |           | SVP, General Counsel & Sec. |       |

## Signatures

/s/Frank B.  
Wyatt, II

01/19/2011

\*\*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).

Each share was disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among the Issuer, Cedar I Holding

(1) Company, Inc. ("Cedar I Holding") and Cedar I Merger Sub, Inc., dated as of October 26, 2010, in exchange for either: (a) \$31.50 in cash or (b) a share of Cedar I Holding common stock valued at \$31.50 per share.

(2) Shares held by Savings Plan as of January 14, 2011.

This option, which provided for vesting in three equal annual installments beginning on the first anniversary of the date of grant, was

(3) disposed of pursuant to the Merger Agreement by conversion into an option to acquire shares of Cedar I Holding common stock valued at \$31.50 per share.

(4) This option, which provided for vesting in three equal annual installments beginning on the first anniversary of the date of grant, was cancelled and disposed of pursuant to the Merger Agreement.

These performance share units, which provided for vesting in one installment on the third anniversary of the date of grant, subject to

(5) achievement of performance criteria, were cancelled and disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such performance share units.

These performance share units, which provided for vesting in one installment on or before February 28, 2011, subject to achievement of

(6) performance criteria, were cancelled and disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such performance share units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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