

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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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 *
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
 Officer (give title below) ___ Other (specify below)
SVP, Bus. Dev. & Strategy

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 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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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
Stock Appreciation Rights	\$ 50.01	03/04/2015		M	2,477	03/04/2014 03/04/2023	Common Stock	2,477
Stock Appreciation Rights	\$ 72.57	03/04/2015		M	1,535	03/04/2015 03/04/2024	Common Stock	1,535

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenberg Ross C/O BELDEN INC. 1 N. BRENTWOOD BLVD., 15TH FLOOR SAINT LOUIS, MO 63105			SVP, Bus. Dev. & Strategy	

Signatures

/s/ Brian E. Anderson, attorney-in-fact for Ross Rosenberg
03/06/2015

**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).
- (1) Shares withheld for tax purposes related to portion of March 4, 2013 performance-based restricted stock unit grant that vested on March 4, 2015.

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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.