BELDEN INC. Form 4 March 03, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

ington, D.C. 20549

Number:

January 31,

Expires:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Trivedi Dhrupad Issuer Symbol BELDEN INC. [BDC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 1 NORTH BRENTWOOD 02/27/2015 below) BOULEVARD, 15TH FLOOR President, Industrial IT (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63105 Person

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative | Secu | rities Acquii | 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) | onor Dispo (Instr. 3, | sed of 4 and (A) or | 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) |
| Common Stock | 02/27/2015 | | Code V $M_{\underline{(1)}}$ | Amount 6,493 | (D) | Price \$ 39.83 | 15,943 | D | |
| Common Stock | 02/27/2015 | | D | 4,240 (2) | D | \$ 89.695 | 11,703 | D | |
| Common Stock | 03/02/2015 | | S(3) | 2,253 | D | \$ 88.3393 (4) | 9,450 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474

(9-02)

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displays a currently valid OMB control number.

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. Transacti Code (Instr. 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---------------------------------------|--|-------|--|--------------------|---|------------------------------------|
| | | | | Code V | | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Shares |
| Stock Appreciation Rights | \$ 39.83 | 02/27/2015 | | M <u>(1)</u> | | 6,493 | 02/27/2015 | 02/27/2022 | Common Stock | 6,49 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Trivedi Dhrupad 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR ST. LOUIS, MO 63105

President, Industrial IT

Signatures

/s/ Brian E. Anderson, attorney-in-fact for Dhrupad Trivedi

03/03/2015

**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) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Trivedi on February 15, 2013.
- This represents the difference between the number of SARs exercised (6,493) and the number of shares issued as a result of the exercise (2,253). 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 (\$89.695) and the exercise price (\$39.83). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
- (3) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Trivedi on February 15, 2013.
- This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line (4) ranged from \$88.10 to \$88.57. 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.

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

Reporting Owners 2

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