BELDEN INC.
Form 4
September 12, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zink Doug

(Last) (First) (Middle)

1 NORTH BRENTWOOD BOULEVARD, 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)
09/09/2016

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)
VP and CAO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Depositary Shares (1)	(2)	09/09/2016	P		115 (3)		(2)	07/15/2019(2)	Common Stock	152.375 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zink Doug 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR SAINT LOUIS, MO 63105			VP and CAO	

Signatures

/s/ Doug Zink	09/12/2016
**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) Each Depositary Share represents a 1/100th interest in a share of Belden Inc.'s 6.75% Series B Mandatory Convertible Preferred Stock.

(2) The conversion price of the Preferred Stock on the mandatory conversion date (July 15, 2019) is dependent upon the average market value of the Common Stock for a period of time prior to the mandatory conversion date as set forth in the Pricing Term Sheet filed with the SEC as a Free Writing Prospectus on July 20, 2016. The Preferred Stock automatically converts into Common Stock on July 15, 2019, but holders may elect to convert shares of the Preferred Stock into Common Stock at any time prior to such date at a conversion price of 120.46 shares of Common Stock per share of the Preferred Stock.

(3) This represents 1.15 shares of the Preferred Stock.

(4) See note (2). If the average market value of the Common Stock during the period of time indicated in note (2) prior to the mandatory conversion date were $63.74 per share (the closing price on September 9, 2016), each share of the Preferred Stock would convert into 132.50 shares of Common Stock.

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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