

OLSON MARK A
Form 4
January 19, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OLSON MARK A

(Last) (First) (Middle)

1100 COMMScope PLACE, SE

(Street)

HICKORY, NC 28602

(City) (State) (Zip)

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

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

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) below)

SVP & Controller

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	01/14/2011		D		3,145	D	\$ 0
Common Stock	01/14/2011		D		157	D	\$ 0
Common Stock	01/14/2011		D		1,010.06	D	\$ 31.5 0

By Mark A.
Olson Self
Declaration
Trust

By Savings
Plan (2)

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**

SEC 1474
(9-02)

required to respond unless the form
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. 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	6,736	⁽³⁾ 01/20/2020	Common Stock 6,736
Stock Options	\$ 9.8	01/14/2011		D	4,125	⁽³⁾ 03/24/2019	Common Stock 4,125
Stock Options	\$ 41.22	01/14/2011		D	1,945	⁽⁴⁾ 01/22/2018	Common Stock 1,945
Stock Options	\$ 46.22	01/14/2011		D	8,895	⁽⁴⁾ 11/16/2014	Common Stock 8,895
Stock Options	\$ 70.35	01/14/2011		D	6,309	⁽⁴⁾ 11/14/2011	Common Stock 6,309
Performance Share Units	\$ 0	01/14/2011		D	1,979	⁽⁵⁾ 01/22/2011	Common Stock 1,979
Performance Share Units	\$ 0	01/14/2011		D	5,433	⁽⁶⁾ 01/12/2014	Common Stock 5,433

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLSON MARK A 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602			SVP & Controller	

Signatures

/s/Mark A.
Olson 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 Company, Inc. ("Cedar I Holding") and Cedar I Merger Sub, Inc., dated as of October 26, 2010, in exchange for a share of Cedar I Holding common stock valued at \$31.50 per share.

(1) 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. 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.