

WYATT FRANK B II

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WYATT FRANK B II

(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
__X__ Officer (give title ____ Other (specify
below) below)

SVP, General Counsel & Sec.

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)
Common Stock	01/14/2011		D	10,106	D	0	D
Common Stock	01/14/2011		D	3,065.44	D	\$ 31.5 0	I

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
required to respond unless the form
displays a currently valid OMB control
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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	(3) 01/20/2020	Common Stock 29,175
Stock Options	\$ 9.8	01/14/2011		D	14,500	(3) 03/24/2019	Common Stock 14,500
Stock Options	\$ 41.22	01/14/2011		D	7,800	(4) 01/22/2018	Common Stock 7,800
Stock Options	\$ 30.42	01/14/2011		D	3,800	(3) 12/13/2016	Common Stock 3,800
Stock Options	\$ 19.91	01/14/2011		D	1,967	(3) 12/14/2015	Common Stock 1,967
Performance Share Units	\$ 0	01/14/2011		D	5,775	(5) 01/22/2011	Common Stock 5,775
Performance Share Units	\$ 0	01/14/2011		D	7,678	(6) 01/12/2014	Common Stock 7,678

Reporting Owners

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

Signatures

/s/Frank B.
Wyatt, II
01/19/2011
Date
**Signature of Reporting Person

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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